

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5)*

ANNTAYLOR STORES CORPORATION

(Name of Issuer)

Common Stock, par value \$.0068 per share

(Title Of Class of Securities)

036115103
(CUSIP Number)

Check the following box if a fee is being paid with this statement []. A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PAGE 1 of 26 PAGES

CUSIP NO. 036115103 13G PAGE 2 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch & Co., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 6 SHARED VOTING POWER
EACH 6 SHARED VOTING POWER
REPORTING 6 SHARED VOTING POWER
PERSON WITH 6 SHARED VOTING POWER
6 SHARED VOTING POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 5%

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103

13G

PAGE 3 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 6 SHARED VOTING POWER
EACH 6 SHARED VOTING POWER
REPORTING 6 SHARED VOTING POWER
PERSON WITH 6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER
Less than 5%

8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 5%

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103

13G

PAGE 4 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch Capital Partners, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 6 SHARED VOTING POWER
EACH 6 SHARED VOTING POWER
REPORTING 6 SHARED VOTING POWER
PERSON WITH 6 SHARED VOTING POWER

8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103 13G PAGE 5 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch LBO Partners No. B-I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 6 SHARED VOTING POWER
EACH 6 SHARED VOTING POWER
REPORTING 6 SHARED VOTING POWER
PERSON WITH 6 SHARED VOTING POWER

8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch Capital Appreciation Partnership No. B-II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Less than 5%
6 SHARED VOTING POWER
Less than 5%
7 SOLE DISPOSITIVE POWER
Less than 5%
8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
ML Offshore LBO Partners No. B-II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Less than 5%
6 SHARED VOTING POWER
Less than 5%
7 SOLE DISPOSITIVE POWER
Less than 5%

PERSON WITH -----
8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103 13G PAGE 8 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
ML IBK Positions, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 6 SHARED VOTING POWER
EACH 6 SHARED VOTING POWER
REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH 7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103 13G PAGE 9 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
KECALP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY Less than 5%
EACH -----
REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH Less than 5%
8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 5%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103 13G PAGE 10 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch KECALP L.P. 1987

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY Less than 5%
EACH -----
REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH Less than 5%
8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 5%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch KECALP L.P. 1989

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 6 SHARED VOTING POWER
EACH 6 SHARED VOTING POWER
REPORTING 6 SHARED VOTING POWER
PERSON WITH 6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER
Less than 5%

8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 5%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merrill Lynch MBP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY Less than 5%

EACH 7 SOLE DISPOSITIVE POWER
REPORTING Less than 5%
PERSON WITH

8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 036115103 13G PAGE 13 OF 26 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Merchant Banking L.P. III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF
SHARES
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY Less than 5%

EACH 7 SOLE DISPOSITIVE POWER
REPORTING Less than 5%
PERSON WITH

8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
MLCP Associates L.P. No. I

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
Less than 5%

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
Less than 5%

7 SOLE DISPOSITIVE POWER
Less than 5%

8 SHARED DISPOSITIVE POWER
Less than 5%

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Less than 5%

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Less than 5%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13G

Item 1 (a) Name of Issuer:
AnnTaylor Stores Corporation

Item 1 (b) Address of Issuer's Principal Executive Offices:
142 West 57th Street
New York, New York 10019

Item 2 (a) Names of Persons Filing:
Merrill Lynch & Co., Inc.
Merrill Lynch Group, Inc.
Merrill Lynch Capital Partners, Inc.
Merrill Lynch LBO Partners No. B-I, L.P.
Merrill Lynch Capital Appreciation Partnership No. B-II, L.P.
ML Offshore LBO Partnership No. B-II, L.P.
ML IBK Positions, Inc.
KECALP Inc.
Merrill Lynch KECALP L.P. 1987
Merrill Lynch KECALP L.P. 1989
Merrill Lynch MBP Inc.
Merchant Banking L.P. No. III
MLCP Associates L.P. No. I

Item 2 (b) Address of Principal Business Office, or, if none,
Residence:

Merrill Lynch & Co., Inc.
Merrill Lynch Group, Inc.
ML IBK Positions, Inc.
250 Vesey Street
World Financial Center, North Tower
New York, New York 10281

Merrill Lynch Capital Partners, Inc.
Merrill Lynch LBO Partners No. B-I, L.P.
Merrill Lynch Capital Appreciation Partnership No. B-II, L.P.
ML Offshore LBO Partnership No. B-II, L.P.
MLCP Associates L.P. No. I
KECALP Inc.
Merrill Lynch KECALP L.P. 1987
Merrill Lynch KECALP L.P. 1989
Merrill Lynch MBP Inc.
Merchant Banking L.P. No. III
225 Liberty Street
New York, NY 10080

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Item 2 (c) Citizenship:

Delaware, except ML Offshore LBO Partners No.
B-II, which is a Cayman Islands partnership.

Item 2 (d) Title of Class of Securities:

Common Stock, par value \$.0068 per share

Item 2 (e) CUSIP Number

036115103

Item 3 If this statement is filed pursuant to Rules 13d-1

(b), or 13d-2(b), check whether the person filing is a

- (a) Broker or Dealer registered under Section 16 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under section 8 of the Investment Company Act
- (e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Sec. 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company, in accordance with Sec. 240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(H)

Item 4 Ownership

(a) Amount Beneficially Owned:

Less than 5%. Pursuant to Section 240.13d-4, Merrill Lynch & Co., Inc., Merrill Lynch Group, Inc., Merrill Lynch Capital Partners, Inc., Merrill Lynch LBO Partners No. B-I, L.P., KECALP Inc., and Merrill Lynch MBP Inc. (the "Reporting Companies") disclaim beneficial ownership of the securities of AnnTaylor Stores Corporation referred to herein, and the filing of this Schedule 13G shall not be construed as an admission that the Reporting Companies are, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934 (the "Act"), the beneficial owner of any securities of AnnTaylor Stores Corporation covered by this statement.

(b) Percent of Class:

Less than 5%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:
Less than 5%
- (ii) shared power to vote or to direct the vote:
Less than 5%
- (iii) sole power to dispose or to direct the disposition
of:
Less than 5%
- (iv) shared power to dispose or to direct disposition
of:
Less than 5%

Item 5 Ownership Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following box. [X].

Item 6 Ownership of More than Five Percent on Behalf of

Another Person.

Not applicable. See Item 5.

Item 7 Identification and Classification of the Subsidiary

Which Acquired the Security Being Reported on by the

Parent Holding Company.

See Exhibit A

Item 8 Identification and Classification of Members of the

Group.

See Exhibit B

Item 9 Notice of Dissolution of Group.

Not Applicable

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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.

MERRILL LYNCH & CO., INC.
MERRILL LYNCH GROUP, INC.
ML IBK POSITIONS, INC.
KECALP INC.
MERRILL LYNCH MBP INC.

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Attorney-in-Fact*

MERRILL LYNCH CAPITAL PARTNERS, INC.

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Vice President & Secretary

MERRILL LYNCH LBO PARTNERS
NO B-I, L.P.
By: Merrill Lynch Capital Partners, Inc.
its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Vice President & Secretary

MERRILL LYNCH CAPITAL
APPRECIATION PARTNERSHIP
NO. B-II, L.P.
By: Merrill Lynch LBO Partners No. B-I,
its general partner
By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Vice President & Secretary

- -----
* See Powers of Attorney attached.

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ML OFFSHORE LBO PARTNERS
NO. B-II
By: Merrill Lynch LBO Partners No. B-I,
its investment general partner
By: Merrill Lynch Capital Partners, Inc.

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Vice President & Secretary

MERCHANT BANKING L.P. No. III
By: Merrill Lynch MBP, Inc.
its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Attorney-in-Fact*

MERRILL LYNCH KECALP L.P. 1987
By: KECALP Inc., its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Attorney-in-Fact*

MERRILL LYNCH KECALP L.P. 1989
By: KECALP Inc., its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Attorney-in-Fact*

MLCP ASSOCIATES L.P. NO. I
By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro
Vice President & Secretary

- -----
* See Powers of Attorney attached.

EXHIBIT A TO SCHEDULE 13G

ITEM 7 DISCLOSURE RESPECTING SUBSIDIARIES

Two of the persons filing this report, Merrill Lynch & Co., Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML&Co."), and Merrill Lynch Group, Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML Group"), are parent holding companies pursuant to Rule 13d-1(b)(1)(ii)(G). Pursuant to the instructions in Item 7 of Schedule 13G, the relevant subsidiaries of ML&Co. are ML Group, Merrill Lynch, Pierce, Fenner & Smith, Incorporated ("MLPF&S"), Merrill Lynch Capital Partners, Inc. ("MLCP"), KECALP Inc. ("KECALP"), Merrill Lynch MBP Inc. ("MLMBP") and ML IBK Positions, Inc. ("MLIBK"). The relevant subsidiaries of ML Group are MLCP, KECALP, MLMBP and MLIBK.

Those partnerships that are the record owners of the Securities and MLIBK may be deemed to be members of a group and therefore may be deemed to beneficially own all the Securities held by the group. In addition, the general partners and the parent corporations may be deemed to beneficially own all of the shares deemed beneficially owned by members of the group. Each entity disclaims beneficial ownership of the Securities not held of record by it.

EXHIBIT B

The following entities may be deemed to be members of a group. All of such entities disclaim membership in such group, except Merrill Lynch Capital Appreciation Partnership No. B-II, L.P. and ML Offshore LBO Partners No. B-II. See Exhibit A.

Merrill Lynch Capital Appreciation Partnership No. B-II, L.P.
ML Offshore LBO Partnership No. B-II, L.P.
MLCP Associates L.P. No. I
ML IBK Positions, Inc.
Merrill Lynch KECALP L.P. 1987
Merrill Lynch KECALP L.P. 1989
Merchant Banking L.P. No. III

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16
of the Securities Exchange Act of 1934, as Amended,
and Rules Thereunder, by and on Behalf of

MERRILL LYNCH & CO., INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frank J. Marinaro its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch & Co., Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever

requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September 1998.

Merrill Lynch & Co., Inc.

By /s/Barry S. Friedberg

Barry S. Friedberg
Executive Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16
of the Securities Exchange Act of 1934, as Amended,
and Rules Thereunder, by and on Behalf of

MERRILL LYNCH GROUP, INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frank J. Marinaro its true and lawful attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch Group, Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of September 1998.

Merrill Lynch Group, Inc.

By: /s/ Mark B. Goldfus

Mark B. Goldfus
Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16
of the Securities Exchange Act of 1934, as Amended,
and Rules Thereunder, by and on Behalf of

KECALP INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frank J. Marinaro its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to KECALP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September 1998.

KECALP Inc.

By: /s/ James V. Caruso

James V. Caruso
Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16
of the Securities Exchange Act of 1934, as Amended,
and Rules Thereunder, by and on Behalf of

MERRILL LYNCH MBP INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frank J. Marinaro its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch MBP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in

such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September 1998.

Merrill Lynch MBP Inc.

By: /s/ James V. Caruso

James V. Caruso
Vice President