UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended March 31, 2003
or

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _______________ to _______________

Commission File Number 0-30242
LAMAR ADVERTISING COMPANY
Commission File Number 1-12407
LAMAR MEDIA CORP.

(Exact name of registrants as specified in their charters)

Delaware	72-1449411
Delaware	72-1205791
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
5551 Corporate Blvd., Baton Rouge, LA	70808
(Address of principle executive offices)	(Zip Code)

Registrants' telephone number, including area code: (225) 926-1000

Indicate by check mark whether each registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X) No ( )

Indicate by check mark whether Lamar Advertising Company is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act: Yes (X) No ( )

Indicate by check mark whether Lamar Media Corp. is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act: Yes ( ) No (X)

The number of shares of Lamar Advertising Company's Class A common stock outstanding as of May 8, 2003: 85,718,968

The number of shares of the Lamar Advertising Company's Class B common stock outstanding as of May 8, 2003: 16,417,073

The number of shares of Lamar Media Corp. common stock outstanding as of May 8, 2003: 100

THIS COMBINED FORM 10-Q IS SEPARATELY FILED BY (i) LAMAR ADVERTISING COMPANY AND (II) LAMAR MEDIA CORP. (WHICH IS A WHOLLY-OWNED SUBSIDIARY OF LAMAR ADVERTISING COMPANY). LAMAR MEDIA CORP. MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION H(1) (a) AND (b) OF FORM 10-Q AND IS, THEREFORE, FILING THIS FORM WITH THE REDUCED DISCLOSURE FORMAT PERMITTED BY SUCH INSTRUCTION.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This combined Quarterly Report on Form 10-Q of Lamar Advertising Company and Lamar Media Corp. contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These are statements that relate to future periods and include statements about the Company's, and Lamar Media's:

- expected operating results;
- market opportunities;
- acquisition opportunities;
- ability to compete; and
- stock price.

Generally, the words anticipates, believes, expects, intends, estimates, projects, plans and similar expressions identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company's and Lamar Media's actual results, performance or achievements or industry results, to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. These risks, uncertainties and other important factors include, among others:

- the performance of the U.S. economy generally and the level of expenditures on outdoor advertising particularly;
- the Company's ability to renew expiring contracts at favorable rates;
- the integration of companies that the Company acquires and its ability to recognize cost savings or operating efficiencies as a result of these acquisitions;
- risks and uncertainties relating to the Company's significant indebtedness;
- the Company's need for and ability to obtain additional funding for acquisitions or operations; and
- the regulation of the outdoor advertising industry.

For a further description of these and other risks and uncertainties, the Company encourages you to carefully read the portion of the combined Annual Report on Form 10-K for the year ended December 31, 2002 of the Company and Lamar Media (the "2002 Combined Form 10-K") under the caption "Factors Affecting Future Operating Results" in Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations filed with the SEC on March 26, 2003.

The forward-looking statements contained in this combined Quarterly Report on Form 10-Q speak only as of the date of this combined report. Lamar Advertising Company and Lamar Media Corp. expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained in this combined Quarterly Report to reflect any change in their expectations with regard thereto or any change in events, conditions or circumstances on which any forward-looking statement is based.

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PART I - FINANCIAL INFORMATION
ITEM 1.- FINANCIAL STATEMENTS

LAMAR ADVERTISING COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	March 31, 2003	December 31, 2002
ASSETS		
Current assets:		
Cash and cash equivalents	$ 7,870	$ 15,610
Cash on deposit for debt extinguishment	--	266,657
Receivables, net of allowance for doubtful accounts of $4,543 and $4,914 in 2003 and 2002, respectively	91,190	92,382
Prepaid expenses	41,874	30,091
Deferred tax asset	5,758	6,428
Other current assets	7,555	7,315
Total current assets	154,247	418,483
Property, plant and equipment	1,889,612	1,850,657
Less accumulated depreciation and amortization	(603,223)	(566,889)
Net property, plant and equipment	1,286,389	1,283,768
Goodwill	1,179,934	1,178,428

Intangible assets, net 978,914 988,953 Other assets - non-current 19,557 18,474 ------------ ------------ Total assets $ 3,619,041 $ 3,888,106 ============ ============ LIABILITIES AND STOCKHOLDERS' EQUITY Current liabilities: Trade accounts payable $ 10,421 10,051 Current maturities of long-term debt 5,663 4,687 Current maturities related to debt extinguishment -- 255,000 Accrued expenses 23,895 38,881 Deferred income 15,060 13,942 ------ ------ ------ ------ Total current liabilities 55,039 322,561 ----- ------- ----- ------- Long-term debt 1,732,500 1,734,746 Deferred income taxes 94,408 114,260 Other liabilities 41,243 7,366 ------------ ------------ Total liabilities 1,923,190 2,178,933 --- --------- --- --------- Stockholders' equity: Series AA preferred stock, par value $.001, $63.80 cumulative dividends, authorized 5,720 shares; 5,719 shares issued and outstanding at 2003 and 2002 -- --

Class A preferred stock, par value $638, $63.80 cumulative dividends, 10,000 shares authorized; 0 shares issued and outstanding at 2003 and 2002 -- -- Class A common stock, par value $.001, 175,000,000 shares authorized, 85,707,418 And 85,077,038 shares issued and outstanding at 2003 and 2002, respectively 86 85 Class B common stock, par value $.001, 37,500,000 shares authorized, 16,417,073 shares issued and outstanding at 2003 and 2002 16 16 Additional paid-in capital 2,055,749 2,036,709 Accumulated deficit (360,000) (327,637) --- --------- --- --------- Stockholders' equity 1,695,851 1,709,173 --- --------- --- --------- Total liabilities and stockholders' equity $ 3,619,041 $ 3,888,106 ============ ============

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	Three Months Ended March 31, 2003	2002
Net revenues	$ 184,221	$ 176,538
Operating expenses (income)		
Direct advertising expenses	71,557	67,227
General and administrative expenses	42,847	41,206
Depreciation and amortization	67,513	67,100
Gain on disposition of assets	(30)	(89)
	181,887	175,444
Operating income	2,334	1,094
Other expense (income)		
Loss on extinguishment of debt	11,173	--
Interest income	(118)	(221)
Interest expense	23,760	26,776
	34,815	26,555
Loss before income tax benefit and cumulative effect of a change in accounting principle	(32,481)	(25,461)
Income tax benefit	(11,888)	(9,298)

------- Loss before cumulative effect of a change in accounting principle (20,593) (16,163) Cumulative effect of change in accounting principle, net of tax benefit (11,679) -- - ----------- - ----------- Net loss (32,272) (16,163) Preferred stock dividends 91 91 ---------- -- ---------- -- Net loss applicable to common stock $ (32,363) $ (16,254) ============ ============ Loss per common share: Loss before a change in accounting principle $ (.20) $ (.16) Cumulative effect of a change in accounting principle (.12) (--) -- ---------- -- ---------- Net loss $ (.32) $ (.16) ============ ============ Weighted average common shares outstanding 101,667,397 100,542,109 Incremental common shares from dilutive stock options -- -- Incremental common shares from convertible debt -- -- -- ---------- -- ---------- Weighted average common shares assuming dilution 101,667,397 100,542,109 ============ ============

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS)

Three Months Ended March 31, 2003 2002 ---------- ---------- Cash flows from operating activities: Net loss $ (32,272) $ (16,163) Adjustments to reconcile net loss to net cash provided by operating activities: Depreciation and amortization 67,513 67,100 Gain on disposition of assets (30) (89) Deferred tax benefit (11,982) (4,025) Provision for doubtful accounts 2,325 2,744 Loss on debt extinguishment 11,173 -- Cumulative effect of a change in accounting principle 11,679 -- Changes in operating assets and liabilities: (Increase) decrease in: Receivables (475) (5,698) Prepaid expenses (11,533) (11,773) Other assets (1,422) (8,130) Increase (decrease) in: Trade accounts payable 371 1,652 Accrued expenses (15,441) (10,382) Deferred income 1,148 2,085 ---------- ---------- Net cash

provided by
operating
activities
21,054 17,321
---------- --
-------- Cash
flows from
investing
activities:
Acquisition
of new
markets
(6,638)
(38,211)
Capital
expenditures
(17,808)
(14,121)
Proceeds from
disposition
of assets 938
701 ---------
- ----------
Net cash used
in investing
activities
(23,508)
(51,631) ----
------ ------
---- Cash
flows from
financing
activities:
Debt issuance
costs (8,356)
(1,050) Net
proceeds from
issuance of
common stock
953 6,355
Principle
payments and
repayment
premiums on
long-term
debt
(264,449)
(16,668) Net
borrowings
under credit
agreements --
60,000 Cash
from deposits
for debt
extinguishment
266,657 --
Dividends
(91) (91) ---
------- -----
----- Net
cash (used
in) provided
by financing
activities
(5,286)
48,546 ------
---- --------
-- Net
(decrease)
increase in
cash and cash
equivalents
(7,740)
14,236 Cash
and cash
equivalents
at beginning
of period
15,610 12,885
---------- --
-------- Cash

and cash equivalents at end of period	$ 7,870	$ 27,121
	==========	==========
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 27,792	$ 30,343
	==========	==========
Cash paid for state and federal income taxes	$ 146	$ 311
	==========	==========
Common stock issuance related to acquisitions	$ 18,000	$ 38,000
	==========	==========

See accompanying notes to condensed consolidated financial statements.

LAMAR ADVERTISING COMPANY AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

1. Significant Accounting Policies

The information included in the foregoing interim consolidated financial statements is unaudited. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the Company's financial position and results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year. These condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and the notes thereto included in the 2002 Combined Form 10-K.

Certain amounts in the prior year's consolidated financial statements have been reclassified to conform with the current year presentation. These reclassifications had no effect on previously reported net loss.

2. Acquisitions

On March 3, 2003, the Company purchased the stock of Delite Outdoor, Inc. for $18,000. The purchase price consisted of 588,543 shares of Lamar Advertising Class A common stock valued at $18,000.

During the three months ended March 31, 2003, the Company completed 13 additional acquisitions of outdoor advertising assets for a cash purchase price of approximately $6,638.

Each of these acquisitions was accounted for under the purchase method of accounting, and, accordingly, the accompanying consolidated financial statements include the results of operations of each acquired entity from the date of acquisition. The acquisition costs have been allocated to assets acquired and liabilities assumed based on fair market value at the dates of acquisition. The following is a summary of the preliminary allocation of the acquisition costs in the above transactions.

	Delite Outdoor Inc.	Other	Total
Current assets	911	18	929
Property, plant and equipment	4,580	1,835	6,415
Goodwill	47	1,459	1,506
Site locations	10,048	2,943	12,991
Non-competition agreements	145	120	265
Customer lists and contracts	2,732	657	3,389
Current liabilities	108	394	502
Long-term liabilities	355	--	355

- 18,000
6,638 24,638
============
===========
=============

(IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

Summarized below are certain unaudited pro forma statements of operations data for the three months ended March 31, 2003 and March 31, 2002 as if each of the above acquisitions and the acquisitions occurring in 2002, which were fully described in the 2002 Combined Form 10-K, had been consummated as of January 1, 2002 and the adoption of SFAS No. 143 as of January 1, 2002. This pro forma information does not purport to represent what the Company's results of operations actually would have been had such transactions occurred on the date specified or to project the Company's results of operations for any future periods.

	Three months ended March 31,	
	2003	2002
Net revenues	$184,848	$179,171
Net loss before cumulative effect of a change in accounting principle	$(20,689)	$(17,107)
Net loss applicable to common stock	$(32,459)	$(26,448)
Net loss per common share	$ (0.32)	$ (0.26)

3. Goodwill and Other Intangible Assets

The following is a summary of intangible assets at March 31, 2003 and December 31, 2002.

	Estimated Life	March 31, 2003		December 31, 2002
		Gross Carrying	Accumulated	Gross Carrying

Accumulated

Amortizable Intangible Assets:	(Years)	Amount	Amortization	Amount	Amortization
Debt issuance costs and fees	7 - 10	57,565	29,052	52,202	27,533
Customer lists and contracts	7 - 10	375,176	208,933	371,787	196,084
Non-competition agreements	3 - 15	57,288	41,213	57,023	39,458
Site locations	15	950,764	192,706	937,773	177,016
Other	5 - 15	16,242	6,217	15,997	5,738
		1,457,035	478,121	1,434,782	445,829
Unamortizable Intangible Assets:					
Goodwill		1,433,569	253,635	1,432,063	253,635

The changes in the carrying amount of goodwill for the three months ended March 31, 2003 are as follows:

Balance as of December 31, 2002	$ 1,432,063
Goodwill acquired during the quarter	1,506
Impairment losses	--
Balance as of March 31, 2003	$ 1,433,569

(IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

4. Long-Term Debt

On December 23, 2002, Lamar Media Corp. completed an offering of $260,000 7 1/4% Senior Subordinated Notes due 2013. These notes are unsecured senior subordinated obligations and will be subordinated to all of Lamar Media's existing and future senior debt, rank equally with all of Lamar Media's existing and future senior subordinated debt and rank senior to any future subordinated debt of Lamar Media. The net proceeds from the issuance and sale of these notes, together with additional cash, was used to redeem all of the outstanding $255,000 principle amount of Lamar Media's 9 5/8% Senior Subordinated Notes due 2006 on January 22, 2003 at a redemption price equal to 103.208% of the aggregate principle amount thereof plus accrued interest through the redemption date of approximately $3,477 for a total redemption price of approximately $266,657. The Company recorded a loss on the extinguishment of debt of $11,173 in the first quarter of 2003 which consists of a prepayment premium of $8,180 and associated debt issuance costs of $2,993.

5. Asset Retirement Obligation

Effective January 1, 2003, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 143, "Accounting for Asset Retirement Obligations," and recorded a loss of $11,679 as the cumulative effect of a change in accounting principle, which is net of a tax benefit of $7,467. Prior to our adoption of SFAS No. 143, the Company expensed these costs at the date of retirement. Also, as of January 1, 2003, we recorded additions to property, plant and equipment totaling $23,114 under the provisions of SFAS No. 143.

All of our asset retirement obligations relate to the Company's structure inventory that it considers would be retired upon dismantlement of the advertising structure. The following table reflects information related to our asset retirement obligations:

	March 31, 2003
Balance at beginning of period	$ 33,467
Accretion expense	559
Liabilities settled	(118)
Balance at end of period	$ 33,908

The following pro forma data summarizes the Company's net loss and net loss per common share as if the Company had adopted the provisions of SFAS No. 143 on January 1, 2002, including an associated pro forma asset retirement obligation on that date of $30,875.

	Three months ended March 31, 2002
Net loss applicable to common stock, as reported	$ (16,254)
Pro forma adjustments to reflect retroactive adoption of SFAS No. 143	(9,971)
Proforma net loss applicable to	

common stock $ (26,225)
==================
Net loss per common share - basic and diluted: Net loss, as reported $ (0.16) Net loss, pro forma $ (0.26)

6. Stock Based Compensation

The Company accounts for its stock option plan under the intrinsic value method in accordance with the provisions of Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees", and related interpretations. As such, compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeds the exercise price. SFAS No. 123, "Accounting for Stock-Based Compensation" and SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure an amendment of FASB Statement No. 123," permits entities to recognize as expense over the vesting period the fair value of all stock-based awards on the date of grant. Alternatively, SFAS No. 123 also allows entities to continue to apply the provisions of APB Opinion No. 25 and provide pro forma net income and pro forma earnings per share disclosures for employee stock option grants made in 1995 and future years as if the fair-value-based method defined in SFAS No. 123 has been applied.

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

The following table illustrates the effect on net loss and loss per share if we had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation:

	Three months ended March 31 2003	2002
Net loss applicable to common stock, as reported	$ (32,363)	$ (16,254)
Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(1,011)	(2,049)
Pro forma net loss applicable to common stock	$ (33,374)	$ (18,303)
Net loss per common share - basic and diluted		
Net loss, as reported	$ (0.32)	$ (0.16)
Net loss, pro forma	$ (0.33)	$ (0.18)

7. Summarized Financial Information of Subsidiaries

Separate financial statements of each of the Company's direct or indirect wholly-owned subsidiaries that have guaranteed Lamar Media's obligations with respect to its publicly issued notes (collectively, the Guarantors) are not included herein because the Company has no independent assets or operations, the guarantees are full and unconditional and joint and several and the only subsidiary that is not a guarantor is considered to be minor. Lamar Media's ability to make distributions to Lamar Advertising is restricted under the terms of its bank credit facility and the indentures relating to Lamar Media's outstanding notes. As of March 31, 2003 and December 31, 2002, the net assets restricted as to transfers from Lamar Media Corp. to Lamar Advertising Company in the form of cash dividends, loans or advances were $1,903,292 and $1,915,035, respectively.

8. Earnings Per Share

Earnings per share are computed in accordance with SFAS No. 128, "Earnings Per Share." The calculations of basic earnings per share exclude any dilutive effect of stock options and convertible debt while diluted earning per share includes the dilutive effect of stock options and convertible debt. The number of potentially dilutive shares excluded from the calculation because of their anti-dilutive effect are 6,590,096 and 6,957,782 for three months ended March 31, 2003 and 2002, respectively.

9. Accounting Pronouncements

In June 2002, the Financial Accounting Standards Board (FASB) issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullified Emerging Issues Task Force (EITF) Issue 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity." The provisions of this Statement are effective for exit or disposal activities that are initiated after December 31, 2002, with early application encouraged. The adoption of SFAS No. 146 did not have a material effect on the Company's financial statements.

In November 2002, the FASB issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others, an interpretation of FASB Statements No. 5, 57, and 107 and a rescission of FASB Interpretation No. 34." This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued. The Interpretation also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions of the Interpretation are applicable to guarantees issued or modified after December 31, 2002 and did not have a material effect on the Company's financial statements.

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an interpretation of ARB No. 51." This Interpretation addresses the consolidation by business enterprises of variable interest entities as defined in the Interpretation. The Interpretation applies immediately to variable interest in variable interest entities created after January 31, 2003 and to variable interest entities obtained after January 31, 2003. The application of this Interpretation is not expected to have a material effect on the Company's financial statements as the Company has no variable interest entities. The Interpretation requires certain disclosures in financial statements issued after January 31, 2003, if it is reasonably possible that the Company will consolidate or disclose information about variable interest entities when the Interpretation becomes effective.

In April 2003, the FASB issued Statement of Financial Accounting Standard (SFAS) No 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities," which amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities." The Company is required to adopt SFAS No. 149 for all contracts entered into or modified after June 30, 2003, except for certain hedging relationships designated after June 30, 2003 pursuant to the guidance in SFAS No. 149. The Company does not expect adoption to have an impact on its consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	March 31, 2003	December 31, 2002
ASSETS		
Current assets:		
Cash and cash equivalents	$ 7,870	$ 15,610
Cash on deposit for debt extinguishment	--	266,657
Receivables, net of allowance for doubtful accounts of $4,543 and $4,914 in 2003 and 2002, respectively	90,959	92,295
Prepaid expenses	41,874	30,091
Deferred income tax asset	5,758	6,428
Other current assets	22,504	14,293
Total current assets	168,965	425,374
Property, plant and equipment	1,889,612	1,850,657
Less accumulated depreciation and amortization	(603,223)	(566,889)
Net property, plant and equipment	1,286,389	1,283,768
Goodwill	1,179,953	1,171,595

Intangible
assets
959,333
975,998 Other
assets - non-
current
19,004 18,174
----------- -

Total assets
$ 3,613,644 $
3,874,909
===========
============
LIABILITIES
AND
STOCKHOLDER'S
EQUITY
Current
liabilities:
Trade
accounts
payable $
10,421 $
10,051
Current
maturities of
long-term
debt 5,663
4,687 Current
maturities
related to
debt
extinguishment
-- 255,000
Accrued
expenses
15,113 25,981
Deferred
income 15,060
13,942 ------
----- -------
----- Total
current
liabilities
46,257
309,661 -----
------ ------
------ Long-
term debt
1,445,000
1,447,246
Deferred
income taxes
111,877
129,924 Other
liabilities
41,243 7,366
----------- -

Total
liabilities
1,644,377
1,894,197 ---
-------- ----

Stockholder's
equity:
Common stock,
$0.01 par
value,
authorized
3,000 shares;
100 shares
issued and
outstanding
at March 31,
2003 and
December 31,
2002,
respectively

	--	--
Additional paid-in capital	2,299,901	2,281,901
Accumulated deficit	(330,634)	(301,189)
	-----------	------------
Stockholder's equity	1,969,267	1,980,712
	-----------	------------
Total liabilities and stockholder's equity	$ 3,613,644	$ 3,874,909
	===========	============

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(IN THOUSANDS)

Three months ended March 31, 2003 2002 ---------- -- -------- Net revenues $ 184,221 $ 176,538 ----- ----- ------- --- Operating expenses (income) Direct advertising expenses 71,557 67,227 General and administrative expenses 42,820 41,134 Depreciation and amortization 66,682 66,288 Gain on disposition of assets (30) (89) --- ------- ----- ----- 181,029 174,560 ----- ----- ------- --- Operating income 3,192 1,978 Other expense (income) Loss on extinguishment of debt 11,173 -- Interest income (118) (221) Interest expense 19,986 23,003 ---------- -- -------- 31,041 22,782 ---------- -- -------- Loss before income tax benefit and cumulative effect of a change in accounting principle (27,849) (20,804) Income tax benefit (10,083) (7,473) ----- ----- ------- --- Loss before cumulative effect of a change in

accounting
principle
(17,766)
(13,331)
Cumulative
effect of a
change in
accounting
principle
(11,679) (--)
---------- --
-------- Net
loss (29,445)
(13,331)
==========
==========

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS)

	Three Months Ended March 31, 2003	2002
Cash flows from operating activities:		
Net loss	$ (29,445)	$ (13,331)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	66,682	66,288
Gain on disposition of assets	(30)	(89)
Deferred tax benefit	(10,177)	(2,200)
Provision for doubtful accounts	2,325	2,744
Loss on debt extinguishment	11,173	--
Cumulative effect of change in accounting principle	11,679	--
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Receivables	(8,389)	(7,791)
Prepaid expenses	(11,533)	(11,773)
Other assets	(1,169)	(7,274)
Increase (decrease) in:		
Trade accounts payable	371	1,652
Accrued expenses	(11,290)	(7,152)
Other liabilities	31	57
Deferred income	1,082	

2,085 ------- --- --------- - Net cash provided by operating activities 21,310 23,216 ---------- -- -------- Cash flows from investing activities: Acquisition of new markets (6,032) (37,842) Capital expenditures (17,808) (14,121) Proceeds from disposition of assets 938 701 --------- - ---------- Net cash used in investing activities (22,902) (51,262) ---- ------ ------ ---- Cash flows from financing activities: Debt issuance costs (8,356) (1,050) Principle payments and repayment premiums on long-term debt (264,449) (16,668) Cash from deposits for debt extinguishment 266,657 -- Net borrowings under credit agreements -- 60,000 ------ ---- -------- -- Net cash (used in) provided by financing activities (6,148) 42,282 ------ ---- -------- -- Net (decrease) increase in cash and cash equivalents (7,740) 14,236 Cash and cash equivalents at beginning of period 15,610 12,885 ---------- -- -------- Cash and cash equivalents

at end of
period $
7,870 $
27,121
==========
==========
Supplemental
disclosures
of cash flow
information:
Cash paid for
interest $
20,245 $
30,343
==========
==========
Cash paid for
state and
federal
income taxes
$ 146 $ 311
==========
==========
Parent
company stock
contributed
for
acquisitions
$ 18,000 $
38,000
==========
==========

See accompanying notes to condensed consolidated financial statements.

LAMAR MEDIA CORP.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(IN THOUSANDS, EXCEPT FOR SHARE DATA)

1. Significant Accounting Policies

The information included in the foregoing interim consolidated financial statements is unaudited. In the opinion of management all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of Lamar Media's financial position and results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year. These condensed consolidated financial statements should be read in conjunction with Lamar Media's consolidated financial statements and the notes thereto included in the 2002 Combined Form 10-K.

Certain amounts in the prior year's condensed consolidated financial statements have been reclassified to conform with the current year presentation. These reclassifications had no effect on previously reported results of operations.

Certain footnotes are not provided for the accompanying consolidated financial statements as the information in notes 2, 3, 4, 5, 7, 8 and 9 to the condensed consolidated financial statements of Lamar Advertising Company included elsewhere in this report is substantially equivalent to that required for the condensed consolidated financial statements of Lamar Media Corp. Earnings per share data is not provided for the operating results of Lamar Media Corp. as it is a wholly-owned subsidiary of Lamar Advertising Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion contains forward-looking statements. Actual results could differ materially from those anticipated by the forward-looking statements due to the risks and uncertainties described in the section of this combined report on Form 10-Q entitled "Note Regarding Forward-Looking Statements" and described in the 2002 Combined 10-K under the caption "Factors Affecting Future Operating Results." You should consider carefully each of these risks and uncertainties in evaluating the Company's and Lamar Media's financial condition and results of operations.

LAMAR ADVERTISING COMPANY

The following is a discussion of the consolidated financial condition and results of operations of the Company for the three months ended March 31, 2003 and 2002. This discussion should be read in conjunction with the condensed consolidated financial statements of the Company and the related notes.

OVERVIEW

The Company's net revenues, which represent gross revenues less commissions paid to advertising agencies that contract for the use of advertising displays on behalf of advertisers, are derived primarily from the sale of advertising on outdoor advertising displays owned and operated by the Company.

Since December 31, 2000, the Company has increased the number of outdoor advertising displays it operates by approximately 12% by completing over 190 strategic acquisitions of outdoor advertising and transit assets for an aggregate purchase price of approximately $491 million, which included the issuance of 2,719,007 shares of Lamar Advertising Company Class A common stock valued at the time of issuance at approximately $103.1 million. The Company has financed its recent acquisitions and intends to finance its future acquisition activity from available cash, borrowings under its bank credit agreement and the issuance of Class A common stock. See "Liquidity and Capital Resources" below. As a result of acquisitions, the operating performance of individual markets and of the Company as a whole are not necessarily comparable on a year-to-year basis. The Company also provides acquisition-adjusted net revenue that include adjustments to the 2002 results for acquisitions for the same time frame as actually owned in 2003. The Company's management believes that this additional information is useful in evaluating the Company's performance and provides investors and financial analysts with a better understanding of the Company's core operating results. In addition, it may be useful to investors when assessing the Company's period to period results. The Company's presentation of these measures, however, may not be comparable to similarly titled measures used by other companies and they should not be used as alternatives to net revenue or other GAAP measures as indicators of the Company's performance. The Company has provided a reconciliation of acquisition-adjusted net revenue to reported net revenue below.

The Company relies on sales of advertising space for its revenues, and its operating results are therefore affected by general economic conditions, as well as trends in the advertising industry.

Growth of the Company's business requires expenditures for maintenance and capitalized costs associated with new billboard displays, logo sign and transit contracts, and the purchase of real estate and operating equipment. Capitalized expenditures for the three months ended 2003 and 2002, respectively, were $17.8 million and $14.1 million. The following table presents a breakdown of capitalized expenditures for three months ended March 31, 2003 and 2002:

	Three months ended March 31, (In Thousands)	
	2003	2002
Billboard	$10,100	$ 7,461
Logos	2,518	1,402
Transit	710	1,590
Land		

and
buildings
2,889 2,419
PP&E 1,591
1,249 -----
-- -------
Total
capital
expenditures
$17,808
$14,121
=======
=======

RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 2003 COMPARED TO THREE MONTHS ENDED MARCH 31, 2002

Net revenues increased $7.7 million or 4.4% to $184.2 million for the three months ended March 31, 2003 from $176.5 million for the same period in 2002. This increase was attributable primarily to (i) an increase in billboard net revenues of $6.3 million or 3.8%, (ii) a $0.6 million increase in logo sign revenue, which represents an increase of 7.0% over the prior year, and (iii) a $0.7 million increase in transit revenue, which represents a 53% increase over the prior year.

The increase in billboard net revenues of $6.3 million was due to both acquisition activity and internal growth while the increase in logo sign revenue of $0.6 million and transit revenue growth of $0.7 million was generated by internal growth across various markets within the logo sign and transit programs. Net revenues for the three months ended March 31, 2003 as compared to acquisition-adjusted net revenue(1) for the three months ended March 31, 2002, which includes adjustments for acquisitions for the same time frame as actually owned in 2003, increased $5.3 million or 2.9% as a result of net revenue internal growth.

Operating expenses, exclusive of depreciation and amortization and gain on sale of assets, increased $6.0 million or 5.5% to $114.4 million for the three months ended March 31, 2003 from $108.4 million for the same period in 2002. There was a $5.8 million increase as a result of additional operating expenses related to the operations of acquired outdoor advertising assets and increases in personnel, sign site rent, insurance costs and property taxes. The remaining $0.2 million increase in operating expenses is a result of increases in corporate overhead expenses.

Depreciation and amortization expense increased $0.4 million or 0.6% from $67.1 million for the three months ended March 31, 2002 to $67.5 million for the three months ended March 31, 2003.

Due to the above factors, operating income increased $1.2 million to $2.3 million for three months ended March 31, 2003 compared to $1.1 million for the same period in 2002.

In January 2003, the Company's wholly-owned subsidiary, Lamar Media Corp., redeemed all of its outstanding 9 5/8% Senior Subordinated Notes due 2006 in aggregate principle amount of approximately $255.0 million for a redemption price equal to 103.208% of the principle amount of the Notes. In the first quarter of 2003, the Company recorded approximately $11.2 million as a loss on extinguishment of debt related to the prepayment of the 9 5/8% Senior Subordinated Notes due 2006 and the write-off of related debt issuance costs.

Interest expense decreased $3.0 million from $26.8 million for the three months ended March 31, 2002 to $23.8 million for the three months ended March 31, 2003 as a result of lower interest rates both on existing and recently refinanced debt.

The increase in operating income and the decrease in interest expense offset by the loss on extinguishment of debt described above resulted in a $7.0 million increase in loss before income taxes and cumulative effect of a change in accounting principle. The increase in this loss, resulted in an increase in the income tax benefit of $2.6 million for the three months ended March 31, 2003 over the same period in 2002. The effective tax rate for the three months ended March 31, 2003 is 36.6%.

Due to the adoption of SFAS No. 143, the Company recorded a cumulative effect of a change in accounting principle, net of tax of $11.7 million.

As a result of the above factors, the Company recognized a net loss for the three months ended March 31, 2003 of $32.3 million, as compared to a net loss of $16.2 million for the same period in 2002.

- ----------

(1) Reconciliation of Reported Net Revenue to Acquisition-Adjusted Net Revenue:

Three
months
ended March
31, 2003
2002 ------
--- -------

-- Reported
net revenue
$ 184,221 $
176,538
Acquisition
net revenue
-- 2,409 --
------- ---

Acquisition-
adjusted
net revenue
$ 184,221 $
178,947
=========
=========

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically satisfied its working capital requirements with cash from operations and borrowings under its bank credit facility. The Company's wholly owned subsidiary, Lamar Media, is the borrower under the bank credit facility and maintains all corporate cash balances. Any cash requirements of Lamar Advertising, therefore, must be funded by distributions from Lamar Media. The Company's acquisitions have been financed primarily with funds borrowed under its bank credit facility and issuance of its Class A common stock and debt securities. If an acquisition is made by one of the Company's subsidiaries using the Company's Class A common stock, a permanent contribution of additional paid-in-capital of Class A common stock is distributed to that subsidiary.

The Company's net cash provided by operating activities increased to $21.1 million for the three months ended March 31, 2003 due primarily to an increase in net loss of $16.1 million offset by an increase in noncash items of $15.0 million, which primarily includes an increase in depreciation and amortization of $0.4 million offset by an increase in deferred income tax benefit of $8.0 million, the loss on early extinguishment of debt of $11.2 million and the cumulative effect of a change in accounting principle of $11.7 million. In addition as compared to the same period in 2002, there was a decrease in receivables of $5.2 million, a decrease in other assets of $6.7 million, a decrease in trade accounts payable of $1.3 million, a decrease in accrued expenses of $5.1 million and a decrease in deferred income of $0.9 million. Net cash provided by operating activities for the three months ended March 31, 2003, as described above differs from the amount used in the reconciliation tables included in the Company's first quarter earnings release. This difference was due to the reclassification of the loss from extinguishment of debt included in cash flows from operations in that release to cash flows from financing activities.

Net cash used in investing activities decreased $28.1 million from $51.6 million in 2002 to $23.5 million in 2003 primarily due to the decrease in merger and acquisition activity by the Company in 2003 of $31.6 million, offset by a $3.7 million increase in capital expenditures. Net cash used in financing activities increased to $5.3 million for the three months ended March 31, 2003 due to a $247.8 million increase in principle payments of long-term debt due primarily to the redemption of Lamar Media's 9 5/8% Senior Subordinated Notes, offset by cash from deposits for debt extinguishment of $266.7 million. In addition, there was a $5.4 million decrease in proceeds from issuance of the Company's Class A common stock and a $60 million decrease in borrowings from credit agreements.

During the three months ended March 31, 2003, the Company financed its acquisition activity of approximately $24.6 million with cash on hand of approximately $6.6 million and the issuance of 588,543 shares of the Company's Class A common stock. As of March 31, 2003, the Company had $219.6 million available under its revolving credit facility.

The Company's wholly-owned subsidiary, Lamar Media Corp., replaced its old bank credit facility with a new bank credit facility on March 7, 2003. The new bank credit facility is comprised of a $225.0 million revolving bank credit facility and a $975.0 million term facility. The new bank credit facility also includes a $500.0 million incremental facility, which permits Lamar Media to request that its lenders enter into commitments to make additional term loans to it, up to a maximum aggregate amount of $500.0 million. The lenders have no obligation to make additional term loans to Lamar Media under the incremental facility, but may enter into such commitments in their sole discretion.

In the future, Lamar Media has principle reduction obligations and revolver commitment reductions under its new bank credit agreement. In addition it has fixed commercial commitments. These commitments are detailed as follows:

Payments Due by Period (in millions) -

Contractual Balance at Less than 1 - 3 4 - 5 After 5 Obligations March 31, 2003 1 Year

Years Years
Years - ---

--------- -

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---- ------
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-------- --

Long-Term
Debt $
1,738.2 5.7
75.9 641.4
1,015.2
Billboard
site and
building
leases $
795.0 107.0
172.0 131.4
384.6 -----
------- ---
--------- -

- ---------
--- Total
Payments
due $
2,533.2
112.7 247.9
772.8
1,399.8
============
============
============
============
============

Amount of
Commitment
Expiration
Per Period

Other
Commercial
Total
Amount Less
than 1 - 3
4 - 5 After
5
Commitments
Committed 1
Year Years
Years Years
- ---------

------- ---
--------- -

- ---------
--- -------

Revolving
Bank
Facility
(2) $ 225.0
-- -- --
225.0
============
============
============
============
============

Standby Letters of Credit	$ 5.4	1.1	4.3
	--	--	

- ----------

(2) Lamar Media had no balance outstanding at March 31, 2003.

In January 2003, Lamar Media redeemed all of its outstanding 9 5/8% Senior Subordinated Notes due 2006 in aggregate principle amount of approximately $255 million for a redemption price equal to 103.208% of the principle amount of the Notes. As a result of this redemption, the Company recorded a loss on extinguishment of debt of $11.2 million which consisted of a prepayment penalty of $8.2 million and associated debt issuance costs of approximately $3.0 million.

Currently Lamar Media has outstanding approximately $200.0 million 8 5/8% Senior Subordinated Notes due 2007 and $260.0 million 7 1/4% Senior Subordinated Notes due 2013. The indentures relating to Lamar Media's outstanding notes restrict its ability to incur indebtedness other than:

- up to $1.3 billion of indebtedness under its bank credit facility;

- currently outstanding indebtedness or debt incurred to refinance outstanding debt;

- inter-company debt between Lamar Media and its subsidiaries or between subsidiaries; and

- certain other debt incurred in the ordinary course of business (provided that all of the above ranks junior in right of payment to the notes that has a maturity or mandatory sinking fund payment prior to the maturity of the notes).

Lamar Media is required to comply with certain covenants and restrictions under its new bank credit agreement. If the Company fails to comply with these tests, the payments set forth in the above table may be accelerated. At March 31, 2003 and currently Lamar Media is in compliance with all such tests.

Lamar Media cannot exceed the following financial ratios under its new bank credit facility:

- a total debt ratio, defined as total consolidated debt to EBITDA, as defined below, for the most recent four fiscal quarters, of 6.00 to 1 (through December 30, 2004) and 5.75 to 1 (after December 30, 2004); and

- a senior debt ratio, defined as total consolidated senior debt to EBITDA, as defined below, for the most recent four fiscal quarters, of 4.00 to 1 (through December 30, 2004) and 3.75 to 1 (after December 30, 2004).

In addition, the new bank credit facility requires that Lamar Media must maintain the following financial ratios:

- an interest coverage ratio, defined as EBITDA, as defined below, for the most recent four fiscal quarters to total consolidated accrued interest expense for that period, of at least 2.25 to 1; and

- a fixed charges coverage ratio, defined as the ratio of EBITDA, as defined below, for the most recent four fiscal quarters to (1) the total payments of principle and interest on debt for such period (2) capital expenditures made during such period and (3) income and franchise tax payments made during such period, of at least 1.05 to 1.

As defined under Lamar Media's new bank credit facility, EBITDA is, for any period, operating income for Lamar Media and its restricted subsidiaries (determined on a consolidated basis without duplication in accordance with GAAP) for such period (calculated before taxes, interest expense, depreciation, amortization and any other non-cash income or charges accrued for such period and (except to the extent received or paid in cash by Lamar Media or any of its restricted subsidiaries) income or loss attributable to equity in affiliates for such period) excluding any extraordinary and unusual gains or losses during such period and excluding the proceeds of any casualty events whereby insurance or other proceeds are received and certain dispositions not in the ordinary course. Any dividend payment made by Lamar Media or any of its restricted subsidiaries to Lamar Advertising Company during any period to enable Lamar Advertising Company to pay certain qualified expenses on behalf of Lamar Media and its subsidiaries, shall be treated as operating expenses of Lamar Media for the purposes of calculating EBITDA for such period. EBITDA under the new bank credit agreement is also adjusted to reflect certain acquisitions or dispositions as if such acquisitions or dispositions were made on the first day of such period.

The Company believes that its current level of cash on hand, availability under its new bank credit agreement and future cash flows from operations are sufficient to meet its operating needs through the year 2003. All debt obligations are on the Company's balance sheet.

NEW ACCOUNTING PRONOUNCEMENTS

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities", ("Statement 146") which addresses financial accounting and reporting for costs associated with exit or disposal activities. It nullifies EITF Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." The principle difference between Statement 146 and Issue 94-3 relates to the recognition of a liability for a cost associated with an exit or disposal activity. Statement 146 requires that a liability be recognized for those costs only when the liability is incurred, that is, when it meets the definition of a liability in the FASB's conceptual framework. In contrast, under Issue 94-3, a company recognized a liability for an exit cost when it committed to an exit plan. Statement 146 also establishes fair value as the objective for initial measurement of liabilities related to exit or disposal activities. The Statement is effective for exit or disposal activities that are initiated after December 31, 2002 and did not have an impact on the Company's consolidated financial statements. The Company adopted the provisions related to Statement No. 146 as of January 1, 2003.

In November 2002, the FASB issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others, an interpretation of FASB Statements No. 5, 57 and 107 and a rescission of FASB Interpretation No. 34". This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued. The Interpretation also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions of the Interpretation are applicable to guarantees issued or modified after December 31, 2002 and did not have a material effect on the Company's consolidated financial statements.

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an interpretation of ARB No. 51." This interpretation addresses the consolidation by business enterprises of variable interest entities as defined in the Interpretation. The Interpretation applies immediately to variable interests in variable interest entities created after January 31, 2003, and to variable interests in variable interest entities obtained after January 31, 2003. The application of the Interpretation is not expected to have an effect on the Company's consolidated financial statements as the Company has no variable interest entities. The Interpretation requires certain disclosures in financial statements issued after January 31, 2003 if it is reasonably possible that the Company will consolidate or disclose information about variable interest entities.

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities," which amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities." The Company is required to adopt SFAS No. 149 for all contracts entered into or modified after June 30, 2003, except for certain hedging relationships designated after June 30, 2003 pursuant to the guidance in SFAS No. 149. The Company does not expect adoption to have an impact on its consolidated financial statements.

LAMAR MEDIA CORP.

THREE MONTHS ENDED MARCH 31, 2003 COMPARED TO THREE MONTHS ENDED MARCH 31, 2002

Net revenues increased $7.7 million or 4.4% to $184.2 million for the three months ended March 31, 2003 from $176.5 million for the same period in 2002. This increase was attributable primarily to (i) an increase in billboard net revenues of $6.3 million or 3.8%, (ii) a $0.6 million increase in logo sign revenue, which represents an increase of 7.0% over the prior year, and (iii) a $0.7 million increase in transit revenue, which represents a 53% increase over the prior year.

The increase in billboard net revenues of $6.3 million was due to both acquisition activity and internal growth while the increase in logo sign revenue of $0.6 million and transit revenue growth of $0.7 million was generated by internal growth across various markets within the logo sign and transit programs. Net revenues for the three months ended March 31, 2003 as compared to acquisition-adjusted net revenue (3) for the three months ended March 31, 2002, which includes adjustments for acquisitions for the same time frame as actually owned in 2003, increased $5.3 million or 2.9% as a result of net revenue internal growth.

Operating expenses, exclusive of depreciation and amortization and gain on sale of assets, increased $6.0 million or 5.5% to $114.4 million for the three months ended March 31, 2003 from $108.4 million for the same period in 2002. There was a $5.8 million increase as a result of additional operating expenses related to the operations of acquired outdoor advertising assets and increases in personnel, sign site rent, insurance costs and property taxes. The remaining $0.2 million increase in expenses is a result of increases in corporate overhead expenses.

- ----------

(3) Reconciliation of Reported Net Revenue to Acquisition-Adjusted Net Revenue:

	Three months ended March 31, 2003	2002
Reported net revenue	$ 184,221	$ 176,538
Acquisition net revenue	--	2,409
Acquisition-adjusted net revenue	$ 184,221	$ 178,947

Depreciation and amortization expense increased $0.4 million or 0.6% from $66.3 million for the three months ended March 31, 2002 to $66.7 million for the three months ended March 31, 2003.

Due to the above factors, operating income increased $1.2 million to $3.2 million for three months ended March 31, 2003 compared to $2.0 million for the same period in 2002.

In January 2003, Lamar Media Corp., redeemed all of its outstanding 9 5/8% Senior Subordinated Notes due 2006 in aggregate principle amount of approximately $255 million for a redemption price equal to 103.208% of the principle amount of the Notes. In the first quarter of 2003, Lamar Media recorded approximately $11.2 million as a loss on extinguishment of debt related to the prepayment of the 9 5/8% Senior Subordinated Notes due 2006.

Interest expense decreased $3.0 million from $23.0 million for the three months ended March 31, 2002 to $20.0 million for the three months ended March 31, 2003 as a result of lower interest rates both on existing and recently refinanced debt.

The increase in operating income, the decrease in interest expense offset by the loss on extinguishment of debt described above resulted in a $7.0 million increase in loss before income taxes and cumulative effect of change in accounting principle. The increase in this loss, resulted in an increase in the income tax benefit of $2.6 million for the three months ended March 31, 2003 over the same period in 2002. The effective tax rate for the three months ended March 31, 2003 is 36.2%.

Due to the adoption of SFAS 143, Lamar Media recorded a cumulative effect of a change in accounting principle, net of tax of $11.7 million.

As a result of the above factors, Lamar Media recognized a net loss for the three months ended March 31, 2003 of $29.4 million, as compared to a net loss of $13.3 million for the same period in 2002.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

LAMAR ADVERTISING COMPANY AND LAMAR MEDIA CORP.

Lamar Advertising Company is exposed to interest rate risk in connection with variable rate debt instruments issued by its wholly owned subsidiary Lamar Media Corp. The information below summarizes the Company's interest rate risk associated with its principle variable rate debt instruments outstanding at March 31, 2003.

Loans under Lamar Media Corp.'s bank credit agreement bear interest at variable rates equal to the JPMorgan Chase Prime Rate or LIBOR plus the applicable margin. Because the JPMorgan Chase Prime Rate or LIBOR may increase or decrease at any time, the Company is exposed to market risk as a result of the impact that changes in these base rates may have on the interest rate applicable to borrowings under the bank credit agreement. Increases in the interest rates applicable to borrowings under the bank credit agreement would result in increased interest expense and a reduction in the Company's net income.

At March 31, 2003, there was $975.0 million of aggregate indebtedness outstanding under the new bank credit agreement, or approximately 56.2% of the Company's outstanding long-term debt on that date, bearing interest at variable rates. The aggregate interest expense for 2003 with respect to borrowings under the bank credit agreement was approximately $9.0 million, and the weighted average interest rate applicable to borrowings under this credit facility during 2003 was 3.6%. Assuming that the weighted average interest rate was 200-basis points higher (that is 5.6% rather than 3.6%), then the Company's 2003 interest expense would have been approximately $4.8 million higher resulting in a $2.9 million increase in the Company's 2003 net loss.

The Company has mitigated the interest rate risk resulting from its variable interest rate long-term debt instruments by issuing fixed rate long-term debt instruments and maintaining a balance over time between the amount of the Company's variable rate and fixed rate indebtedness. In addition, the Company has and had the capability under the old and new bank credit agreement to fix the interest rates applicable to its borrowings at an amount equal to LIBOR plus the applicable margin for periods of up to twelve months, which would allow the Company to mitigate the impact of short-term fluctuations in market interest rates. In the event of an increase in interest rates, the Company may take further actions to mitigate its exposure. The Company cannot guarantee, however, that the actions that it may take to mitigate this risk will be feasible or that, if these actions are taken, that they will be effective.

ITEM 4.

CONTROLS AND PROCEDURES.

a) Evaluation of disclosure controls and procedures. Within 90 days prior to the date of this report, the Company and Lamar Media carried out an evaluation under the supervision and with the participation of their management, including the Company's and Lamar Media's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's and Lamar Media's disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's and Lamar Media's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company and Lamar Media required to be included in the Company's and Lamar Media's reports filed with or submitted to the Securities and Exchange Commission under the Securities Exchange Act of 1934.

b) Changes in internal controls. Since the date of that evaluation, there have been no significant changes in the internal controls of the Company or Lamar Media or in other factors that could significantly affect those controls.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) The Exhibits filed as part of this report are listed on the Exhibit Index immediately following the signature page hereto, which Exhibit Index is incorporated herein by reference.

(b) Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LAMAR ADVERTISING COMPANY

DATED: May 14, 2003

BY: /s/ KEITH A. ISTRE

Chief Financial and Accounting Officer,
Treasurer and Director

LAMAR MEDIA CORP.

DATED: May 14, 2003

BY: /s/ KEITH A. ISTRE

Chief Financial and Accounting Officer,
Treasurer and Director

CERTIFICATIONS

I, Kevin P. Reilly, Jr., certify that:

1. I have reviewed this combined quarterly report on Form 10-Q of Lamar Advertising Company and Lamar Media Corp.;

2. Based on my knowledge, this combined quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this combined quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this combined quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this combined quarterly report;

4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrants and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrants, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this combined quarterly report is being prepared;

   b) evaluated the effectiveness of the registrants' disclosure controls and procedures as of a date within 90 days prior to the filing date of this combined quarterly report (the "Evaluation Date"); and

   c) presented in this combined quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation, to the registrants' auditors and the audit committee of registrants' board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrants' ability to record, process, summarize and report financial data and have identified for the registrants' auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal controls; and

6. The registrants' other certifying officer and I have indicated in this combined quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

DATED: May 14, 2003 BY: /s/ KEVIN P. REILLY, JR.

Kevin P. Reilly, Jr.
Chief Executive Officer, Lamar Advertising Company
Chief Executive Officer, Lamar Media Corp.

I, Keith A. Istre, certify that:

1. I have reviewed this combined quarterly report on Form 10-Q of Lamar Advertising Company and Lamar Media Corp.;

2. Based on my knowledge, this combined quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this combined quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this combined quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this combined quarterly report;

4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrants and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrants, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this combined quarterly report is being prepared;

   b) evaluated the effectiveness of the registrants' disclosure controls and procedures as of a date within 90 days prior to the filing date of this combined quarterly report (the "Evaluation Date"); and

   c) presented in this combined quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation, to the registrants' auditors and the audit committee of registrants' board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrants' ability to record, process, summarize and report financial data and have identified for the registrants' auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal controls; and

6. The registrants' other certifying officer and I have indicated in this combined quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

DATED: May 14, 2003

BY: /s/ KEITH A. ISTRE

Keith A. Istre
Chief Financial Officer, Lamar Advertising Company
Chief Financial Officer, Lamar Media Corp.

INDEX TO EXHIBITS

EXHIBIT NUMBER DESCRIPTION - ------- ----- ------ 2.1 Agreement and Plan of Merger dated as of July 20, 1999 among Lamar Media Corp., Lamar New Holding Co., and Lamar Holdings Merge Co. Previously filed as exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 22, 1999 (File No. 0-30242) and incorporated herein by reference. 3.1 Certificate of Incorporation of Lamar New Holding Co. Previously filed as exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1999 (File No. 0-20833) filed on August 16, 1999 and incorporated herein by reference. 3.2 Certificate of Amendment of Certificate of Incorporation of Lamar New Holding Co. (whereby the name of Lamar New Holding Co. was changed to Lamar Advertising Company). Previously filed as exhibit 3.2 to the

Company's Quarterly Report on Form 10-Q for the period ended June 30, 1999 (File No. 0-20833) filed on August 16, 1999 and incorporated herein by reference.

3.3 Certificate of Amendment of Certificate of Incorporation of Lamar Advertising Company. Previously filed as Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2000 (File No. 0-30242) filed on August 11, 2000 and incorporated herein by reference.

3.4 Certificate of Correction of Certificate of Incorporation of Lamar Advertising Company. Previously filed as Exhibit 3.4 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2000 (File No. 0-30242) filed on November 14, 2000 and incorporated herein by reference.

3.5 Bylaws of the Lamar Advertising Company. Previously filed as Exhibit 3.3 to the Company's Quarterly

Report on Form 10-Q for the period ended June 30, 1999 (File No. 0-20833) filed on August 16, 1999 and incorporated herein by reference.

3.6 Amended and Restated Bylaws of Lamar Media Corp. Previously filed as Exhibit 3.1 to Lamar Media's Quarterly Report on Form 10-Q for the period ended September 30, 1999 (File No. 1-12407) filed on November 12, 1999 and incorporated herein by reference.

10.1 Credit Agreement dated as of March 7, 2003 between Lamar Media Corp. and the Subsidiary Guarantors party thereto, the Lenders party thereto, and JPMorgan Chase Bank, as Administrative Agent. Filed as Exhibit 10.38 to Lamar Media Corp.'s Registration Statement on Form S-4/A (File No. 333-102634) filed on March 18, 2003 and incorporated herein by reference.

99.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of

2002. Filed
herewith.

EXHIBIT 99.1

LAMAR ADVERTISING COMPANY

LAMAR MEDIA CORP.

CERTIFICATION OF PERIODIC FINANCIAL REPORT

PURSUANT TO 18 U.S.C. SECTION 1350

Each of the undersigned officers of Lamar Advertising Company ("Lamar") and Lamar Media Corp. ("Media") certifies, to his knowledge and solely for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the combined Quarterly Report on Form 10-Q of Lamar and Media for the quarter ended March 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in that combined Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Lamar and Media.

Dated: May 14, 2003

By: /s/ KEVIN P. REILLY, JR.

Kevin P. Reilly, Jr.
Chief Executive Officer, Lamar Advertising Company
Chief Executive Officer, Lamar Media Corp.

Dated: May 14, 2003

By: /s/ KEITH A. ISTRE

Keith A. Istre
Chief Financial Officer, Lamar Advertising Company
Chief Financial Officer, Lamar Media Corp.

A signed original of this written statement required by Section 906 has been provided to Lamar and Media and will be retained by Lamar and Media and furnished to the Securities and Exchange Commission or its staff upon request.