




Explanation of Responses:

(1) 10,872 options vested on the date of grant, with the remaining 21,000 shares vesting in three equal installments on each of the first, second and third anniversaries of the date of grant.

\*J. Gerard Ballard

January 15, 2003

\*\* Signature of Reporting Person

Date

\* By: /s/ Marcia R. Glick, as attorney-in-fact

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form5.htm>  
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