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Explanation of Responses:

- (1) Such options vest and become exercisable as follows: 6,187 on July 1, 2003; 6,188 on July 1, 2004; 6,187 on July 1, 2005; and 6,188 on July 1, 2006.

/s/ Robert E. Conway

January 20, 2003

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

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

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002