

Explanation of Responses:

- **(1) The options vest in five equal installments of 20% beginning one year from date of grant.**

Cheryl C. Carter

January 6, 2003

****Signature of Reporting Person**

Date

** 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.