

Explanation of Responses:

*I expressly disclaim beneficial ownership of these securities and filing this report shall not be construed as an admission of my beneficial ownership thereof for purposes of Section 16 of the Securities Act, or otherwise.

(1) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's husband is trustee.

Cheryl C. Carter

January 6, 2003

****Signature of Reporting Person**

Date

**/s/ Cheryl C. Carter, Power of Attorney
for Sibyl N. Fishburn**

** 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.