




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

**/s/ Cheryl C. Carter, Power of Attorney  
for Ronald L. Matthews**

\*\* 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.