

Explanation of Responses:

- (1) The information regarding shares owned by the Equity Participation Plan is based upon a statement of EPP holdings dated as of September 30, 2000.
- (2) First 20% exercisable on the Date of Grant; thereafter annual increments of 20% beginning on August 4, 2001.

/s/William M. Stone

2/12/2001

**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).