

Explanation of Responses:

- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) The reporting person no longer has a reportable beneficial interest in shares owned by his son and included in the reporting person's prior ownership records.
- (3) Exercisable in annual increments of 20% beginning on August 11, 2001.

/s/Robert E. Matthiessen

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).