



Explanation of Responses:

**(1) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7 . The options become exercisable in 25 percent annual increments beginning on the date set forth in Table II, Column 6.**

**/s/ Kevin W. Quinlan**  
\*\* Signature of Reporting Person

**02/25/03**  
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* 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.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

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