

Explanation of Responses:

* Share units accrued under the Non-Employee Director Deferred Compensation Plan on 4/24/03.

 /s/ Joanne Hawkins
 ** Signature of Reporting Person

 4/28/03
 Date

Joanne Hawkins as Attorney-in-Fact for Alan G. Spoon pursuant to a Power of Attorney filed with Form 4 dated 3/11/03.

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>
 Last update: 09/05/2002