

Explanation of Responses:
 (1) This is an acquisition of restricted stock units pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vests over 3 years.

 /s/ Joanne Hawkins
 ** Signature of Reporting Person

 3/13/03
 Date

Joanne Hawkins as Attorney-in-Fact for Richard N. Barton 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