

Explanation of Responses:
 (1) This is vesting of a portion of an award of restricted stock units pursuant to the Company's 2000 Stock and Annual Incentive Plan. 25,000 vest on March 14, 2003. The remaining share units vest on January 13, 2006.

/s/ Joanne Hawkins 3/14/03
 ** Signature of Reporting Person Date

Joanne Hawkins as Attorney-in-Fact for Anne M. Busquet pursuant to a
 Power of Attorney filed with Form 4 on 9/13/02.

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