

Explanation of Responses:

(2) Options were granted in tandem with stock appreciation rights exercisable automatically in the event of a change in control as defined by the Long-Term Incentive Plan under which they are granted. Options may be exercised with cash or previously-owned shares of Common Stock.

(3) Award of Performance Shares under the Long-Term Incentive Plan. Payment to which Grantee shall be entitled at the end of 2004 upon the performance of certain goals will be equal to the Fair Market Value of the number of shares of the Company's Common Stock equal to the number of Performance Shares earned. Payment will be made in Common Stock unless deemed otherwise.

/s/William H. Downey

September 10, 2002

****Signature of Reporting Person**

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.