

Explanation of Responses:

* 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).

- (1) vests in 48 equal monthly installments starting from 8/14/02. exercisable upon vested.
- (2) options granted vest over a four-year period starting from 6/16/03. 12.5% of the options vest on 12/16/03 and the remaining options vest ratably on a monthly basis over the remaining 42 months. exercisable upon vested.
- (3) options granted vest over a four-year period starting from 7/27/04. 12.5% of the options vest on 1/27/05 and the remaining options vest ratably on a monthly basis over the remaining 42 months. exercisable upon vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.