

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) Represents Deferred Stock Units (DSUs) issued in lieu of payment of cash retainer fees. DSUs are 100% vested on grant date. The units will be settled in shares of the Company's common stock three years from the date of grant.

(2) Securities held by Barbara Alexander Stiles Trustee for the Barbara Alexander Stiles Family Trust dtd. 8/12/99.

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.