

Explanation of Responses:

(1) The option becomes exercisable in four equal annual installments upon optionee's completion of each successive year of service beginning on each of the first, second, third and fourth anniversaries of the grant date specified in Column 3.

/s/ Nicholas J. Rossettos February 14, 2002

**Signature of Reporting Person Date

** 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 provided 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.