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Explanation of Responses:

(1) Payment of director's retainer.

(2) Payment of Director's Deferred Stock Award exempt under Rule 16b-3(d).

(3) Includes Directors' Deferred Stock Award dividend equivalents.

(4) Reflects two-for-one stock split distributed on May 30, 2001.

SIGNATURE OF REPORTING PERSON

/s/David P. Gruber

DATE

5/2/02