
Explanation of Responses:

- (1) **Option vests 25% on each anniversary of the date of grant.**
- (2) **Option vests quarterly over one year.**

/s/ Anthony Chidoni

** Signature of Reporting Person

11/06/02

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 is insufficient, *see* Instruction 6 for procedure.