

Explanation of Responses:

(1) Exercisable in annual increments of 20% beginning on August 14, 2001.

/s/Gregory W. Slayton

2/12/2001

**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).