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Explanation of Responses:

(2) Grant to reporting person of options to purchase 4,000 shares of common stock under the Issuer's 1995 Executive Equity Incentive Plan. The options become exercisable in 25% increments on March 28, 2004, March 28, 2005, March 28, 2006 and March 28, 2007, respectively.

****Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: /s/ Padma Tatta Cariappa
**** Padma Tatta Cariappa as attorney-in-fact**
for Joel Belsky pursuant to a Power of Attorney

3/28/03
Date

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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