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Explanation of Responses:

(2) Grant to reporting person of options to purchase 65,000 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 3/28/03  
**\*\* Padma Tatta Cariappa as attorney-in-fact** Date  
**for Thomas G. Cody pursuant to a Power of Attorney**

**Note: File three copies of this Form, one of which must be manually signed.**  
**If space provided is insufficient, see Instruction 6 for procedure.** Page 2  
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