

/s/Christopher M. Kelly, as attorney-in-fact for Joseph Neubauer pursuant to a Power of Attorney		03/11/2003

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the Reporting Person's termination from the Board of Directors.
- (3) Units are to be received by Reporting Person upon termination from the Board of Directors.

Remarks:

This amended Form 4 is being filed to correct the number of Phantom Stock Unites acquired on 3/31/2003, which was reported incorrectly.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.