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TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.         | 2.       | 3.      | 3A.     | 4.        | 5.            | 6.                    | 7.               |       |
|------------|----------|---------|---------|-----------|---------------|-----------------------|------------------|-------|
|            |          |         |         |           |               |                       |                  |       |
|            |          |         |         |           |               |                       | Title and Amount |       |
|            |          |         |         |           |               |                       | of Underlying    |       |
|            |          |         |         |           |               |                       | Securities       |       |
|            | Conver-  | Trans-  | Execu-  |           | Number of     | Date Exercisable      |                  |       |
|            | sion or  | action  | tion    |           | Derivative    | and Expiration Date   | Amount           |       |
|            | Exercise | Date    | Date    |           | Securities    | (Month/Day/Year)      | or               |       |
|            | Price of |         |         | Transac-  | Acquired(A)   |                       | Number           |       |
| Title of   | Deriv-   | (Month/ | (Month/ | tion Code | Disposed(D)   |                       | of               |       |
| Derivative | ative    | Day/    | Day/    |           |               | Date Exer-            | Expira-          |       |
| Security   | Security | Year)   | Year)   | Code      | V   (A)   (D) | cisable               | tion Date        |       |
|            |          |         |         |           |               |                       | Title            |       |
|            |          |         |         |           |               |                       | Shares           |       |
| Stock      | \$29.27  | 04/22/2 | 04/22/2 | A         | 15000         | 04/22/2003 04/22/2013 | Common           | 15000 |
| Option     |          | 003     | 003     |           |               |                       | Stock            |       |

Explanation of Responses: