

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Table with 6 main columns: 1. Title of Derivative Security (Instr. 4), 2. Date Exercisable and Expiration Date (Month/Day/Year), 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4), 4. Conversion or Exercise Price of Derivative Security, 5. Ownership Form of Derivative Securities, 6. Nature of Indirect Beneficial Ownership (Instr. 5). Row 1: Employee Stock Option (1), 2/3/2013, Common Stock, 30,000, \$17.44, D.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Explanation of Responses:

(1) The options vest in equal installments on the first through the third anniversaries of the grant date.

/s/ Janet L. Horgan 2/4/2003
Janet L. Horgan, Attorney-in-fact Date

* If the form is filed by more than one reporting person, see Instruction 5(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).

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