

Explanation of Responses:

(1) Employee Stock Options vest 1/48th each month from the date of grant.

/s/ Matthew Scott

2/13/03

** Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form5.htm>
Last update: 09/03/2002