

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) The sale reported on this Form 4 was effected pursuant to a Rule 10B5-1 trading plan.

Based upon a weighted average purchase price. The shares reported in this transaction were sold at prices ranging between \$19.35 and

(2) \$19.41. Information regarding the number of shares purchased at each separate price will be made available upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

(3) The shares are held by the reporting person as a general partner of a limited partnership.

(4) The shares are held by the reporting person as a general partner of a different limited partnership.

(5) The shares are held by the reporting person in an irrevocable trust for the benefit of the reporting person's minor children and grandchildren. The reporting person disclaims beneficial ownership of the shares.

(6) The shares are being held by the reporting person as custodian for his minor children.

(7) By 401(k).

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.