

Explanation of Responses:

(1) The option shall be exercisable cumulatively at a rate of 1/48th of the shares subject to the option on the 5th of each month after December 5, 2002 for a total of 48 months.

/s/ David D. Taft

** Signature of Reporting Person

12/6/02

Date

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

* 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).

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

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

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