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Explanation of Responses:

- (1) Formula award made under the 1994 Director Fee Plan, based on market price at time of award.
- (2) Payments on phantom stock units commence on April 1 of the calendar year following the calendar year in which the reporting person ceases to be a member of the Board of Directors.

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Robert J. Kavanaugh

03/07/2003

Signature Of Reporting Person

Date