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Explanation of Responses: (1) Reflects director fees paid in restricted shares which vest on March 1, 2002.

/s/ James Cuminale, Attorney-in-Fact

February 8, 2002

Dennis F. Hightower

Date

By James Cuminale, Attorney-in-Fact

** 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.

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