

Edgar Filing: PRESTWOOD THOMAS A - Form 4

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Explanation of Responses:

1. The options shall vest and become exercisable in the following manner: (i) 20% of the aggregate option shares as of the Grant Date; (ii) 1/36 of 50% of the aggregate option shares on each of the first thirty-six monthly anniversaries of the Grant Date;

and (iii) 30% of the aggregate option shares on the sixth anniversary of the Grant Date or sooner, in equal annual amounts for the fiscal years ending December 31, 2003, December 31, 2004 and December 31, 2005, subject to the achievement of certain annua

SIGNATURE OF REPORTING PERSON

Thomas A. Prestwood

/s/ John H. Lynch, attorney-in-fact