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Explanation of Responses:

1. Options with limited stock appreciation rights
2. 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof

<p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p>	<p>_____ /s/ Margaret F. Murphy **Signature of Reporting Person Margaret F. Murphy, on behalf of C. Donald Whitmire, Jr.</p>	<p>_____ 12/17/02 Date</p>
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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.