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Explanation of Responses:

(1) Does not include 155,092 shares owned by Mr. Hill's spouse for which he disclaims beneficial ownership.

/s/ Charles Hill  
 \*\*Signature of Reporting Person

9/4/02  
 Date

\*\*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.

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.