







FORM 4 (CONTINUED) TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) - -----

----- 1. Title of Derivative Security 2. Conversion Code 3. Transaction Code 3A. Deemed Transaction Code 4. Transaction Code 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) (Instr. 3, 4, and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 7. Title and Amount of Derivative Security 8. Price of Derivative Security 9. Ownership of Derivative Security (Instr. 5) Beneficially Owned Direct (D) or Indirect (I) Reported (Instr. 4) 10. Nature of Underlying Security (Instr. 3 and 4) 11. Form of Derivative Security (Instr. 4)

----- 7. Title and Amount of Derivative Security 8. Price of Derivative Security 9. Ownership of Derivative Security (Instr. 5) Beneficially Owned Direct (D) or Indirect (I) Reported (Instr. 4) 10. Nature of Underlying Security (Instr. 3 and 4) 11. Form of Derivative Security (Instr. 4)

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----- Explanation of  
Responses: (1) Represents the average closing  
price for the last five trading days of the most  
recently ended quarter. Award represents  
quarterly non-employee director retainer fee in  
consideration of performance of services; no  
monetary consideration was paid by the reporting  
person. /s/ Lynn Feldman 1/14/03 - -----

----- \*\*Signature of  
Reporting Person Date By: Lynn A. Feldman,  
Attorney-in-fact on behalf of Leonard S. Coleman,  
Jr. Reminder: Report on a separate line for each  
class of securities beneficially owned directly  
or indirectly. \* If the form is filed by more  
than one reporting person, SEE Instruction 4(b)  
(v). \*\* 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 is insufficient, SEE  
Instruction 6 for procedure.

[HTTP://WWW.SEC.GOV/DIVISION/CORPFIN/FORMS/FORM.HTM](http://www.sec.gov/division/corpfina/forms/form.htm)  
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