

Explanation of Responses:

* 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).

(1) Gift

(2) The option vests as to 1/4 of the shares subject to the option each anniversary of August 28, 2000.

(3) N/A

(4) This option vests as to 1/4 of the shares subject to the option each anniversary of December 20, 2001

(5) Transaction pursuant to a 10b5-1 plan established by the Reporting Person.

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.