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|-----------------------------|-----------|------------|---|-------|------|------------|--------------|-------|-----------|-------|---|
| Stock Option (Right to buy) | \$43.0000 | 01/13/2000 | A | 20000 | (01) | 01/13/2010 | Common Stock | 20000 | \$43.0000 | 20000 | D |
| Stock Option (Right to buy) | \$53.4400 | 10/25/2000 | A | 27626 | (02) | 08/13/2007 | Common Stock | 27626 | \$53.4400 | 27626 | D |
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Explanation of Responses:

(01) These options become exercisable upon the Company's common stock having a closing price on the New York Stock Exchange of \$51.60, for five days, they also become exercisable on the fifth anniversary of the grant (January 13, 2005).

(02) These options become exercisable twelve months from the grant date.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Mary Eure (POA) 02/14/2001

**Signature of Reporting Person Date

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. SEC 2270 (7-96)

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 OMD Number

