rity Benef	Deriva lly Ind	· · · · · · · · · · · · · · · · · · ·	pose	d of(D)	Date	Expir
Title and Number Shares	tive Owned at Secu- End of rity (I)	ire ct Date Co	 de V Amo	 	A/ Exer- D cisa- ble	Date of
Phantom Common Stock nits (1) 	Stock U 7.8179 7,067.9 		 	 	 	Common
			 	 		4/22/ Common
			 	 		5/5/0 Common 9
			 	 		5/3/1 Common 0
Director Stock	Option 11.95 2,000 	 D 	 	 		5/3/1 Common 1
Director Stock Stock 2,000 (Right to Buy)	1 /	5/2/0 A D 2 	 2,000 	I I		5/2/1 Common 2

Explanation of Responses:

NOTES:

SIGNATURE OF REPORTING PERSON

/s/ Norman A. Carlson BY: Kenneth J. Mendell

DATE

June 5, 2002

¹⁾ Adjustments for stock splits or dividends made at time of payment.

²⁾ Represents the weighted average price for 5/3/00 grant of 107.09 units at \$7.9375, 5/4/00 grant of 31.75 units at \$7.8750 and 5/16/00 grant of 21.05 units at \$7.1250.