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Explanation of Responses: XXX

/s/ Jeffrey Sperber

1-17-03

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\*\*Signature of Reporting Person

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.

<http://www.sec.gov/divisions/corpfin/forms/form5.htm>  
Last update: 09/03/2002

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