

### 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) Disposed of pursuant to merger agreement between issuer and Bank of America Corporation ("BAC") in exchange for 0.8595 of a common share of BAC for each share of issuer common stock, as set forth in the merger agreement. The closing price of BAC common stock on December 31, 2008 was \$14.08. These transactions are exempt under Rule 16b-3.
- (2) These options, which provided for vesting in three equal installments beginning February 3, 2008, were assumed by BAC in the merger and replaced with options to purchase 36,797 shares of BAC common stock with an exercise price of \$70.31 per share.
- (3) These options, which provided for 100% vesting upon the completion of the merger between the issuer and a subsidiary of BAC, were assumed by BAC in the merger and replaced with options to purchase 1,547,100 shares of BAC common stock with an exercise price of \$70.31 per share.

**Remarks:**

All reported positions have been rounded down to the nearest whole number.

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.