

Signatures

H. Jay Sarles/Roger C. McClary POA		04/04/2005
 Signature of Reporting Person		Date

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) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock whi ch is exempt under Rule 16b-3(e).
- (2) These restricted stock units vested upon the reporting person's retirement from the Corporation.

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.