

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) Includes 169,736 shares of restricted stock.

(2) Shares were repurchased by the issuer to cover the withholding taxes on the exercise of options to acquire 65,351 shares.

(3) This transaction was executed in multiple trades at prices ranging from \$11.2975 to \$11.3049. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(4) Shares are held by the David L. Dunkel Amended and Restated Revocable Living Trust, dated 10/3/2003.

(5) Shares are held by the Dunkel Family Receptacle Trust, dated 10/3/2003.

(6) The original 400,000 options vested as follows: 80,000 shares on 9/2/2000; 120,000 shares on 9/2/2001; and 200,000 shares on 9/2/2002.

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.