



## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS. The following updated Exhibit is filed as a part of  
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this Registration Statement:

EXHIBIT -----	DESCRIPTION -----
4.3	1995 Performance-Based Stock Option Plan, as amended to January 19, 1999, including forms of Option Agreements, incorporated by reference to Exhibit 4.3 to Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 33-91568

II-1



Director

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Howard A. Kuehner

Director

/s/JAKE NANIA  
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Jake Nania

Director

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Irving A. Shepard

Director

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A.J. Signorelli

Director

/s/JOHN J. VALLINA  
-----  
John J. Vallina

Director

/s/BRUCE E. WOODRUFF  
-----  
Bruce E. Woodruff

Vice President - Secretary -  
Chief Financial Officer  
(principal financial and  
accounting officer)

/s/ERIC H. BRUNNGRABER  
-----  
Eric H. Brunngraber

By: /s/LAWRENCE A. COLLETT  
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Lawrence A. Collett  
Attorney-in-fact