SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the registrant [X]
Filed by a party other than the registrant [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement
[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)2)
[X] Definitive Proxy Statement
[ ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14(a)-12

THE QUIGLEY CORPORATION

(Name of Registrant as Specified in Charter)

(Name of Person(s) filing Proxy Statement, if other than Registrant)

Payment of filing fee (check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement no.:

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3) Filing Party:

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4) Date Filed:

THE QUIGLEY CORPORATION
Kells Building
621 Shady Retreat Road
P. O. Box 1349
Doylestown, PA 18901

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held April 30, 2003

TO THE STOCKHOLDERS OF THE QUIGLEY CORPORATION:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of THE QUIGLEY CORPORATION, a NEVADA Corporation (the "Company") will be held at Doylestown Country Club, Green Street, P.O. Box 417, Doylestown, PA 18901 on Wednesday, April 30, 2003, at 4:00 P.M., local time, for the following purposes:

(i) To elect a Board of Directors to serve for the ensuing year until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.

(ii) To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2003.

(iii) To transact such other business as may properly come before the Meeting and any adjournments thereof.

Only stockholders of record at the close of business on March 6, 2003 will be entitled to notice of and to vote at the Annual Meeting of Stockholders or any adjournment thereof. Any stockholder may revoke a proxy at any time prior to its exercise by filing a later-dated proxy, or a written notice of revocation with the Secretary of the Company, or by voting in person at the Meeting. If a stockholder is not attending the Meeting, any proxy or notice should be returned in time for receipt no later than the close of business on the day preceding the Meeting.

DUE TO LIMITED SEATING CAPACITY, ADMISSION WILL BE LIMITED TO ONE (1) SEAT PER STOCKHOLDER OF RECORD. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, YOU MUST BRING YOUR BANK OR BROKERS' STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF THE QUIGLEY CORPORATION STOCK TO THE MEETING.

By Order of the Board of Directors

CHARLES A. PHILLIPS, Secretary

Doylestown, PA
March 31, 2003

WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING, YOU ARE URGED TO FILL IN, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

THE QUIGLEY CORPORATION
Kells Building
621 Shady Retreat Road
P. O. Box 1349
Doylestown, PA 18901

PROXY STATEMENT

March 31, 2003

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of The Quigley Corporation, (the "Company") for use at the Annual Meeting of Stockholders of the Company to be held at Doylestown Country Club, Green Street, P.O. Box 417, Doylestown, PA 18901, on Wednesday, April 30, 2003 at 4:00 P.M., local time, and any adjournments thereof (the "Meeting").

The principal executive offices of the Company are located at the Kells Building, 621 Shady Retreat Road, P.O. Box 1349, Doylestown, Pennsylvania 18901. The approximate date on which this Proxy Statement and the accompanying Proxy will first be sent or given to stockholders is March 31, 2003.

At the Meeting, the following proposals will be presented to the Stockholders for approval:

(i) To elect a Board of Directors to serve for the ensuing year until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.

(ii) To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2003.

(iii) To transact such other business as may properly come before the Meeting and any adjournments thereof.

DUE TO LIMITED SEATING CAPACITY, ADMISSION WILL BE LIMITED TO ONE (1) SEAT PER STOCKHOLDER OF RECORD. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, YOU MUST BRING YOUR BANK OR BROKERS' STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF THE QUIGLEY CORPORATION STOCK TO THE MEETING.

RECORD AND VOTING SECURITIES

Only stockholders of record at the close of business on March 6, 2003 will be entitled to notice of and to vote at the Meeting. At the close of business on such record date, the Company had 11,456,617 shares of Common Stock, par value $.0005 per share (the "Common Stock") outstanding and entitled to vote at the Meeting. Each outstanding share of Common Stock is entitled to one vote. There was no other class of voting securities of the Company outstanding on the Record Date. A majority of the outstanding shares of Common Stock present in person or by Proxy is required for a quorum.

PROXIES AND VOTING RIGHTS

Shares of Common Stock represented by Proxies that are properly executed, duly returned and not revoked will be voted in accordance with the instructions contained therein. If no instructions are contained in a Proxy, the shares of Common Stock represented thereby will be voted (i) for election as directors of the persons who have been nominated by the Board of Directors, (ii) for ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the year ending December 31, 2003, and (iii) upon any other matter that may properly be brought before the Meeting, in accordance with the judgment of the person or persons voting the Proxy. The execution of a Proxy will in no way affect a stockholder's right to attend the Meeting and to vote in person. Any Proxy executed and returned by a stockholder may be revoked at any time thereafter by written notice of revocation given to the Secretary of the Company prior to the vote to be taken at the Meeting, by execution of a subsequent Proxy that is presented at the Meeting, or by voting in person at the Meeting, in any such case, except as to any matter or matters upon which a vote shall have been cast pursuant to the authority conferred by such Proxy prior to such revocation.

Broker "non-votes" and the shares of Common Stock as to which a stockholder abstains are included for purposes of determining the presence or absence of a quorum for the transaction of business at the Meeting. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

ANNUAL REPORT PROVIDED WITH PROXY STATEMENT

Copies of the Company's Annual Report containing audited financial statements of the Company for the year ended December 31, 2002, are being mailed together with this Proxy Statement to all stockholders entitled to vote at the Meeting.

SECURITY OWNERSHIP

The following table sets forth information concerning ownership of the Company's Common Stock as of March 6, 2003 by each person known by the Company to be the beneficial owner of more than five percent of the Common Stock, each director and executive officer and by all directors and executive officers of the Company as a group. Unless otherwise indicated, the address of each person or entity listed below is the Company's principal executive office.

Five Percent Stockholders, Directors, and all Executive Officers and Directors as a Group	Common Stock Beneficially Owned (1)	Percent of Class
GUY J. QUIGLEY (2) (3) (4)	4,097,264	32.5
CHARLES A. PHILLIPS (2) (3) (5)	1,830,377	14.9
GEORGE J. LONGO (2) (3) (6)	555,000	4.6
JACQUELINE F. LEWIS (2) (7)	70,000	-

ROUNSEVELLE W. SCHAUM (2) (8)	50,000	-
STEPHEN W. WOUCH (2) (9)	-	-
ALL DIRECTORS AND OFFICERS (10) (Six Persons)	6,602,641	47.0

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act ("Rule 13d-3") and unless otherwise indicated, represents shares for which the beneficial owner has sole voting and investment power. The percentage of class is calculated in accordance with Rule 13d-3 and includes options or other rights to subscribe which are exercisable within sixty (60) days of March 6, 2003.

(2) Director of the Company.

(3) Officer of the Company.

(4) Mr. Quigley's beneficial ownership includes options and warrants exercisable within sixty (60) days from March 6, 2003, to purchase 885,000 shares of Common Stock, options and warrants to purchase 251,000 shares of Common Stock beneficially owned by Mr. Quigley's wife and an aggregate of 514,705 shares beneficially owned by members of Mr. Quigley's immediate family.

(5) Mr. Phillips' beneficial ownership includes options and warrants exercisable within sixty (60) days from March 6, 2003, to purchase 817,000 shares of Common Stock, and 1,671 shares of Common Stock beneficially owned by Mr. Phillips' wife.

(6) Mr. Longo's beneficial ownership includes options and warrants exercisable within sixty (60) days from March 6, 2003, to purchase 515,000 shares of Common Stock.

(7) Ms. Lewis' address is 3805 Old Easton Road, Doylestown, PA 18901. Ms. Lewis' beneficial ownership includes options exercisable within sixty (60) days from March 6, 2003, to purchase 70,000 shares of Common Stock.

(8) Mr. Schaum's address is 294 Valley Road, Middletown, RI 02842. Mr. Schaum's beneficial ownership includes options exercisable within sixty (60) days from March 6, 2003, to purchase 50,000 shares of Common Stock.

(9) Mr. Wouch's address is 415 Sargon Way, Suite J, Horsham, PA 19044

(10) Includes an aggregate of 2,588,000 shares of Common Stock underlying options and warrants that are exercisable within sixty (60) days from March 6, 2003.

COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

EXECUTIVE COMPENSATION

The following table provides summary information concerning cash and certain other compensation for the years ended December 31, 2002, 2001 and 2000 paid or accrued by the Company to or on behalf of the Company's Chief Executive Officer and each of the other most highly compensated executive officers of the Company whose compensation exceeded $100,000 during 2002:

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long-Term Compensation	
Name and Principal Position	Year	Salary (1) ($)	Bonus (2) ($)	Other Annual Compensation (3) (4) ($)	Securities Underlying Options (#)	All Other Compensation (5) ($)
Guy J. Quigley	2002	504,000	126,000	519,574	45,000	146,646
Chairman of the	2001	504,000	126,000	489,460	70,000	66,403
Board, President,	2000	504,000		536,851	70,000	66,403
Chief Executive Officer						
Charles A. Phillips	2002	352,800	88,200	173,192	42,000	71,190
Executive Vice President,	2001	352,800	88,200	162,154	60,000	52,101
Chief Operating Officer	2000	352,800		178,949	70,000	52,101
George J. Longo	2002	302,400	75,600		40,000	42,974
Vice President,	2001	302,400	75,600		55,000	28,320
Chief Financial Officer	2000	302,400			70,000	28,320
Eric H. Kaytes*	2002	203,815			10,000	8,530
Vice President,	2001	230,400	57,600		25,000	27,539
Secretary-Treasurer,	2000	230,400			70,000	27,539
Chief Information Officer						

* Resigned as of 9-30-02

(1) Compensation paid pursuant to employment agreements.
(2) Bonus's paid pursuant to the Company attaining specified sales and net income goals.
(3) Additional compensation, including founder's commission at 3.75% of sales collected less certain deductions for Mr. Quigley, and founder's commission at 1.25% of sales collected less certain deductions for Mr. Phillips.
(4) The value of personal benefits for the executive officers of the Company that might be attributable to management as executive fringe benefits, such as vehicles can not be specifically or precisely determined; however, it would not exceed the lesser of $50,000 or 10% of the total annual salary and bonus reported for any individual named above.
(5) Includes amounts attributable to the executive officers for reverse split dollar life insurance policies on which the Company paid the premiums. These insurance policies, which were cancelled in November 2002, did provide for the proceeds to be used by the Company for, among other things, the purchase of the officer's stock, at the fair market value, from the officer's estate if desired by the executor of the estate. Also, included are matching contributions attributable to each officer in the Company's 401(k) Plan.

COMPENSATION PURSUANT TO PLANS

An incentive stock option plan was instituted in 1997, (the "1997 Stock Option Plan") and approved by the stockholders in 1998. Options pursuant to the 1997 Stock Option Plan have been granted to directors, executive officers, and employees during 2002, 2001 and 2000. In early 1999, the Company implemented a defined contribution plan for its employees with the Company's contribution to the plan being based on the amount of the employee plan contribution.

OPTION GRANTS TABLE

The following table sets forth certain information regarding stock option grants made to each of the executive officers during 2002:

OPTION GRANTS IN LAST FISCAL YEAR

Name	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal Year (%)	Exercise or Base Price ($/sh)	Expiration Date	Potential Realizable Value at Assumed Rates of Annual Rates of Stock Price Appreciation for Option ($) (1) 5%	10%
Guy J. Quigley	45,000	9.4	5.19	7/30/12	146,700	372,150
Charles A. Phillips	42,000	8.8	5.19	7/30/12	136,920	347,340
George J. Longo	40,000	8.4	5.19	7/30/12	130,400	330,800
Eric H. Kaytes*	10,000	2.1	5.19	7/30/12	32,600	82,700

* Resigned as of 9-30-02

(1) The potential realizable portion of the foregoing table illustrates value that might be realized upon exercise of options immediately prior to the expiration of their term, assuming (for illustrative purposes only) the specified compounded rates of appreciation on the Company's Common Stock over the term of the option. These numbers do not take into account provisions providing for termination of the option following termination of employment or non-transferability.

AGGREGATED OPTION EXERCISES AND YEAR-END OPTION VALUES TABLE

The following table sets forth certain information concerning stock options exercised during 2002 and stock options, which were unexercised at the end of 2002 with respect to the executive officers:

AGGREGATED OPTION EXERCISES DURING THE MOST RECENTLY
COMPLETED FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Name	Shares Acquired on Exercise (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options	Value of Unexercised In-the Money Options at Year End ($)(1)
Guy J. Quigley	-	-	885,000	2,020,750
Charles A. Phillips	-	-	817,000	1,977,420
George J. Longo	-	-	515,000	761,225

Eric H. Kaytes*	-	-	365,000	718,475

* Resigned as of 9-30-02

(1) Represents the total gain that would be realized if all in-the-money options held at December 31, 2002 were exercised, determined by multiplying the number of shares underlying the options by the difference between the per share option exercise price and $5.50 per share, which was the closing price per share of the Company's Common Stock on December 31, 2002. An option is in-the-money if the fair market value of the underlying shares exceeds the exercise price of the option.

EMPLOYMENT AGREEMENTS

An employment agreement between the Company and Guy J. Quigley was entered into on June 1, 1995, whereby Guy J. Quigley is employed as the Chief Executive Officer of the Company for a term ending on May 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Quigley is entitled to receive a founder's commission of five percent (5%) on sales collected, less certain deductions, of the Company's Cold-Eeze(R) products, which is shared with Charles A. Phillips in a ratio of 75% and 25%, respectively. Upon the termination of the contract for any reason, Mr. Quigley is entitled to the remainder of his compensation owed him through May 31, 2005.

An employment agreement between the Company and Charles A. Phillips was entered into on June 1, 1995, whereby Charles A. Phillips is employed as the Executive Vice President and Chief Operating Officer of the Company for a term ending on May 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Phillips is entitled to receive twenty five percent (25%) of the founder's commission received by Guy J. Quigley, either directly from Guy J. Quigley or, if requested, directly from the Company. Should Mr. Phillips make such a request upon the Company, the amount owed to him would be deducted from any commissions due Guy J. Quigley. Upon the termination of the contract for any reason, Mr. Phillips is entitled to the remainder of his compensation owed him through May 31, 2005.

George J. Longo is employed as the Chief Financial Officer of the Company pursuant to an employment agreement dated November 5, 1996, for a term ending on May 31, 2005. The agreement provides for a base salary of $150,000, or such greater amount, as the Board of Directors may from time to time determine, with annual increases over the prior year's base salary. In the event of his disability, Mr. Longo is to receive the full amount of his base salary for eighteen months. Upon a change of control of the Company, Mr. Longo is entitled to receive the remainder of compensation for the remaining term of the agreement until May 31, 2005. Upon early termination by the Company without cause (as defined in the agreement), the Company is required to pay Mr. Longo the remainder of the salary owed him through May 31, 2005.

The Company entered into an employment agreement dated as of January 1, 1997, with Eric H. Kaytes on terms substantially similar to those of George J. Longo's employment agreement for a term ending on December 31, 2002. Mr. Kaytes' agreement provided for his employment by the Company as its Chief Information Officer at a base salary of $100,000, or such greater amount, as the Board of Directors may from time to time determine, with annual increases over the prior year's base salary. Mr. Kaytes was entitled to receive severance compensation equal to twelve months of his current compensation upon a change of control of the Company. Mr. Kaytes resigned from the Company as an Officer and Director as of September 30, 2002.

REPORTS ABOUT OWNERSHIP OF THE COMPANY'S COMMON STOCK AND COMPLIANCE WITH SECTION 16 (a) OF THE SECURITIES AND EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission (the "Commission"). Officers, directors and greater than ten-percent stockholders are required by the Commission's regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, the Company believes that, during fiscal year ended December 31, 2002 all filing requirements applicable to its executive officers, directors, and greater than ten-percent beneficial owners were complied with, except that Mr. Kaytes did not file one Form 5 on a timely basis. At the time Mr. Kaytes was required to file such Form 5, he was no longer an executive officer, director, or greater than ten-percent beneficial owner of the Company. Such Form 5 has been subsequently filed.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

For the year ended December 31, 2002, $692,766 was paid or payable under founder's commission agreements between the Company and Guy J. Quigley and

Charles A. Phillips, who share a commission of 5% on sales collected, less certain deductions, of the Company's Cold-Eeze(R) products.

Certain individuals related to the Company's Chief Executive Officer are also employees of the Company whose aggregate compensation for 2002 was $227,250 and an aggregate of option grants to purchase 32,000 shares of the Company's Common Stock.

The Company is in the process of acquiring licenses in certain countries through related party entities including arrangements with ScandaSystems Ltd. whose President and major stockholder is Mr. Gary Quigley, a relative of the Company's Chief Executive Officer. Approximately $33,941 was paid or payable by the Company to such firm during 2002 and fees amounting to $277,493 have been paid to another related entity to obtain such licenses. The Company believes that the services performed by these firms and employees are on terms no more favorable than could have otherwise been obtained from an unaffiliated third party.

PROPOSALS TO BE SUBMITTED FOR STOCKHOLDER APPROVAL

PROPOSAL 1. ELECTION OF A BOARD OF DIRECTORS

The Directors of the Company are elected annually and hold office for the ensuing year until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified. The directors are elected by plurality of votes cast by stockholders. The Company's by-laws state that the number of directors constituting the entire Board of Directors shall be determined by resolution of the Board of Directors. The number of directors currently fixed by the Board of Directors is six.

No proxy may be voted for more people than the number of nominees listed below. Shares represented by all proxies received by the Board of Directors and not so marked as to withhold authority to vote for any individual director (by writing that individual director's name where indicated on the proxy) or for all directors will be voted "FOR" the election of all the nominees named below (unless one or more nominees are unable or unwilling to serve). The Board of Directors knows of no reason why any such nominee would be unable or unwilling to serve, but if such should be the case, proxies may be voted for the election of substitute nominees selected by the Board of Directors.

The following table and the paragraphs following the table set forth information regarding the current ages, terms of office and business experience of the current directors and executive officers of the Company, all of whom are being nominated for re-election to the Board of Directors:

Name	Position	Age	Year First Elected
Guy J. Quigley (1)	Chairman of the Board, President, CEO	61	1989
Charles A. Phillips (1)	Executive Vice President, COO and Director	55	1989
George J. Longo	Vice President, CFO and Director	56	1997
Jacqueline F. Lewis*	Director	57	1997
Rounsevelle W. Schaum*	Director	70	2000
Stephen W. Wouch*	Director	48	2003

* Member of the audit committee (1) Member of the compensation committee

GUY J. QUIGLEY has been Chairman of the Board, President and Chief Executive Officer of the Company since September 1989. Prior to this date, Mr. Quigley, an accomplished author, established and operated various manufacturing, sales, marketing and real estate companies in the United States, Europe and the African Continent.

CHARLES A. PHILLIPS has been Executive Vice President, Chief Operations Officer and a Director of the Company since September 1989. Before his employment with the Company, Mr. Phillips founded and operated KPB Enterprises, a gold and diamond mining operation that was based in Sierra Leone, West Africa. In addition, Mr. Phillips served as a technical consultant for Re-Tech, Inc., Horsham, Pennsylvania, where he was responsible for full marketing and production of a prototype electrical device.

GEORGE J. LONGO currently serves as Vice President, Chief Financial Officer and a Director of the Company. Mr. Longo assumed his duties as Vice President and Chief Financial Officer for the Company in January 1997. Mr. Longo was also appointed as a Director of the Company in March 1997. Before joining the Company, Mr. Longo served as Chief Financial Officer of two privately held international manufacturing firms and Manager of Corporate Accounting with the predecessor pharmaceutical company to Aventis S.A. (NYSE-AVE), being responsible for SEC and IRS compliance, and was involved in acquisition and general accounting issues. Prior to that, Mr. Longo was with KPMG LLP.

JACQUELINE F. LEWIS, appointed to the Board of Directors in December 1997, is presently President of CPC, a list management and marketing company. She co-founded and managed for 27 years D. A. Lewis, Inc., a direct mail advertising company. Ms. Lewis has also served on the Board of Directors of Suburban Community Bank since 1993.

ROUNSEVELLE W. SCHAUM, was appointed to the Board of Directors in March 2000. Since 1993, Mr. Schaum has served as Chairman of Newport Capital Partners, Inc., an investment-banking firm, specializing in the private placement of equity and convertible debt securities. In such capacity, Mr. Schaum has directed and organized over thirty private equity placements and served on the board of directors of numerous public and private emerging growth companies. Prior to 1993, Mr. Schaum held senior management positions with international manufacturing companies. He also served as the Chairman of the California Small Business Development Corporation, a private venture capital syndicate, and was the founder of the Center of Management Sciences, a management-consulting firm that services multinational high technology companies and government agencies, including NASA and the Department of Defense. Mr. Schaum also serves on the Board of Directors of ECOM Corporation.

STEPHEN W. WOUCH, was appointed to the Board of Directors in January 2003. Since 1988, Mr. Wouch has been Managing Partner of Wouch, Maloney & Co., LLP, Certified Public Accountants, a regional public accounting firm with offices in Pennsylvania and Florida. This firm has a diverse client base that encompasses various industries such as, health care, manufacturing, construction, and service providers. Prior to 1988, Mr. Wouch held senior management positions with other Certified Public Accounting firms. Mr. Wouch is an author, lecturer and a licensed Certified Public Accountant in Pennsylvania, New Jersey and Florida.

REQUIRED VOTE

Directors are elected by a plurality of the votes cast, in person or by proxy, at the Meeting. Votes withheld and broker non-votes are not counted toward a nominee's total.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company recommends a vote "FOR" the election of each of the nominees.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

For the fiscal year ended December 31, 2002, there were six meetings of the Board of Directors. Each of the directors attended (or participated by telephone) more than 75% of such meetings of the Board of Directors and Committees on which they served in 2002. During 2002, the Board of Directors also acted by unanimous written consent in lieu of a meeting on one occasion.

The Company has three standing committees, the Audit Committee, Executive Operating Committee and Compensation Committee. Prior to establishing these Committees, the customary functions of such committees had been performed by the entire Board of Directors. The Board of Directors does not presently have a standing nominating committee, the customary functions of such committee being performed by the entire Board of Directors. Stockholders wishing to recommend candidates for consideration by the Board of Directors may do so by writing to the Secretary of the Company and providing the candidate's name, biographical data and qualifications.

The members of the Audit Committee are Messrs. Schaum and Wouch, who joined the Audit Committee in January 2003, and Ms. Lewis. Mr. Schaum serves as Chairman of the Audit Committee. Prior to his resignation as of September 30, 2002, Mr. Genuardi served on the Audit Committee. The Audit Committee reviews, analyzes and makes recommendations to the Board of Directors with respect to the Company's accounting policies, controls and statements, consults with the Company's independent public accountants, and reviews filings containing financial information of the Company to be made with the Securities and Exchange Commission. The Audit Committee met three times during 2002.

The members of the Executive Operating Committee are Messrs. Quigley, Phillips and Longo. The Executive Operating Committee possesses and exercises all the power and authority of the Board of Directors in the management and direction of the business and affairs of the Company, except as limited by law, and except for the power to change the membership or to fill vacancies on the Board of Directors or the Executive Operating Committee. The Executive Operating Committee met three times during 2002.

The members of the Compensation Committee are Messrs. Quigley and Phillips. The Compensation Committee reviews and recommends the salary and other compensation of officers and key employees of the Company, including non-cash benefits, and designates the employees entitled to participate in the Company's benefits plans and other arrangements, as from time to time constituted. The Compensation Committee also administers the Company's 1997

Stock Option Plan and recommends the terms of grants of stock options and the persons to whom such options shall be granted in accordance with such plan. These recommendations are then subject to approval by the full Board of Directors. The Compensation Committee met four times during 2002.

COMPENSATION OF DIRECTORS

Outside directors receive compensation annualized at $12,000. In the event that there are more than five meetings of the Board during any particular year, such director will receive an additional $2,400 for each such meeting. In addition, in July 2002 the Board of Directors approved the grant of Options to purchase 15,000 shares of Common Stock to each of the then current outside directors under the Company's 1997 Stock Option Plan. Officers of the Company receive no compensation for their service on the Board or on any Committee.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Board of Directors as a whole provides overall guidance and approval of the Company's executive compensation program. All members of the Board participate in the approval of each of the components of the Company's executive compensation program described in the "Report on Executive Compensation" except that no director who is also a Company employee participates in the approval of their respective compensation. Messrs. Quigley and Phillips serve on the Compensation Committee. No other executive officer of the Company served on any other committee or the compensation committee of another entity performing similar functions during the fiscal year. There are certain related parties of Mr. Quigley that receive compensation from the Company. See Related Party Transactions.

The report of the Audit Committee, the report of the Compensation Committee and the performance graph that follow shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement or future filings into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates the information by reference, and shall not otherwise be deemed filed under such Acts.

OTHER CORPORATE GOVERNANCE

During 2002, the Company formed a Disclosure Committee in response to Management Certification Responsibilities under Sections 302 and 404 of the Sarbanes-Oxley Act of 2002. The Disclosure Committee will assist the Chief Executive Officer, the Chief Financial Officer and the Audit Committee in monitoring (1) the integrity of the financial statements, policies, procedures and the internal financial and disclosure controls and risks of the Company, (2) the compliance by the Company with legal and regulatory requirements, to the extent that these policies, procedures and controls may generate either financial or non-financial disclosures in the Company's filings with the Securities and Exchange Commission. Additionally, the Company also initiated a Code of Ethics for the Company as indicated in Exhibit II.

Based on their evaluation, as of a date within 90 days of the filing of this Form 10-K, the Company's Chief Executive Officer and Chief Financial Officer have concluded the Company's disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934) are effective. There have been no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

REPORT OF THE AUDIT COMMITTEE

The members of the Audit Committee are Messrs. Schaum and Wouch, and Ms. Lewis. Prior to his resignation as of September 30, 2002, Mr. Genuardi served on the Audit Committee. Messrs. Schaum, Genuardi and Wouch, who joined the Audit Committee in January 2003, and Ms. Lewis are independent as defined under the rules of NASD and operate under a written charter adopted by the Board of Directors in 2000 and amended in 2002 (Attached as Exhibit I).

We have reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2002.

We have discussed with the independent auditors, PricewaterhouseCoopers LLP, the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, by the Auditing Standards Board of the American Institute of Certified Public Accountants. Additionally, audit fees, audit related fees, tax fees and all other service fees that were paid or payable to PricewaterhouseCoopers LLP for 2002 and 2001 were discussed and amounted to $123,000, zero, $17,870, zero and $101,400, zero, $27,757, zero, respectively.

The Company's Audit Committee has not yet adopted / enacted pre-approval policies and procedures for audit and non-audit services. Therefore, the proxy disclosure does not include pre-approval policies and procedures and related information. The Company is early-adopting components of the proxy fee disclosure requirements; the requirement does not become effective until periodic annual filings for the first fiscal year ending after December 15, 2003.

We have received and reviewed written disclosures and the letter from PricewaterhouseCoopers LLP required by Independent Standards No. 1, Independence Discussions with Audit Committees, as amended, by the Independence Standards Board, and have discussed with the auditors the auditor's independence.

Based on the reviews and discussions referred to above, we recommend to the Board of Directors that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 for filing with the Securities and Exchange Commission.

Audit Committee

Rounsevelle W. Schaum, Chairman
Jacqueline F. Lewis
Stephen W. Wouch

REPORT ON EXECUTIVE COMPENSATION

GENERAL

The Compensation Committee reviews and recommends the salary and other compensation of officers and key employees of the Company. The Compensation Committee also administers the Company's 1997 Stock Option Plan and recommends the terms of grants of stock options and the persons to whom such options shall be granted in accordance with such plan. These recommendations, as previously indicated, are subject to approval by the full Board of Directors.

COMPENSATION PHILOSOPHY

In reaching decisions regarding executive compensation, the Compensation Committee as well as the full Board of Directors upon approval of such recommendations, balances the total compensation package for each executive, and makes it variable, with sales and profits attained as well as achievement of annual and long-term goals. Competitive levels of compensation are necessary in attracting, rewarding, motivating, and retaining qualified management. The Board of Directors also believes that the potential for equity ownership by management is beneficial in aligning management's and stockholders' interests in the enhancement of stockholder value. Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), places a limit of $1,000,000 on the amount of compensation that may be deducted by the Company in any year with respect to certain of the Company's highest paid executives. Certain performance-based compensation that has been approved by stockholders is not subject to the deduction limit. If necessary, the Company may attempt to qualify certain compensation paid to executive officers for deductibility under the Code, including Section 162(m). However, the Company may from time to time pay compensation to its executive officers that may not be deductible.

COMPENSATION PROGRAM

The Company has a comprehensive compensation program, which consists of cash compensation, both fixed and variable, and equity-based compensation. Overall compensation is predicated on industry and peer group comparisons and on performance judgments as to the past and expected future contributions of the individual executive officer. Specific compensation for each executive is designed to fairly remunerate that employee of the Company for the effective exercise of their responsibilities, their management of the business functions for which they are responsible, their extended period of service to the Company and their dedication and diligence in carrying out their responsibilities for the Company.

The fixed aspect is intended to meet the requirements of the employment contracts in effect for all of the Company's officers. See "Executive Compensation - Employment Agreements". Employment agreements are in place to insure the Company of consistency of leadership and the retention of qualified executives, and to foster a spirit of employment security, which thereby encourages decisions that will benefit long-term stockholders. Variable compensation is based upon the entire Board of Directors adopting and approving annually, sales and profit goals to be attained for the ensuing year.

Equity-based compensation is through options periodically granted under the 1997 Stock Option Plan. These grants are designed to directly reward and create a proprietary interest, among the executive officers and other employees, in the Company, which will be an incentive for these employees to work to maximize the long-term total return to stockholders.

COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

Mr. Quigley's compensation was $1,149,574 in 2002. Mr. Quigley's compensation is based upon the factors described in the compensation program section paragraphs above and is set forth in his employment contract.

COMPENSATION COMMITTEE

Guy J. Quigley
Charles A. Phillips

PERFORMANCE GRAPH

The following graph reflects a five-year comparison, calculated on a dividend reinvested basis, of the cumulative total stockholder return on the Common Stock of the Company, the NASDAQ Market Index, and a "peer group" index classified as drug related products by Media General Financial Services ("MG Group Index"). The comparisons utilize an investment of $100 on January 1, 1997 for the Company and the comparative indices, which then measure the values for each group at December 31 of each year presented. There can be no assurance that the Company's stock performance will continue with the same or similar trends depicted in the following performance graph.

[OBJECT OMITTED]

Proposal 2. RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Board of Directors has appointed PricewaterhouseCoopers LLP as the Company's independent public auditor for the fiscal year ending December 31, 2003. Although the selection of auditors does not require ratification, the Board of Directors has directed that the appointment of PricewaterhouseCoopers LLP be submitted to stockholders for ratification due to the significance of their appointment to the Company. A representative of PricewaterhouseCoopers LLP is expected to be present at the Meeting. Such representative will have an opportunity to make a statement if so desired, and will be available to respond to appropriate questions from stockholders.

REQUIRED VOTE

The affirmative vote of the holders of a majority of the shares of Common Stock present, in person or by Proxy is required for ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company. An abstention, withholding of authority to vote or broker non-vote, therefore, will not have the same legal effect as an "against" vote and will not be counted in determining whether the proposal has received the requisite stockholder vote.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the year ending December 31, 2003.

STOCKHOLDER PROPOSALS

Proposals of stockholders intended for inclusion in the Proxy Statement to be furnished to all stockholders entitled to vote at the next Annual Meeting of Stockholders of the Company must submit their proposals by Certified Mail - Return Receipt Requested and be received at the Company's principal executive offices not later than December 3, 2003.

With respect to any stockholder proposals to be presented at the next Annual Meeting of Stockholders, which are not included in the Company's proxy materials, management proxies for such meeting will be entitled to exercise their discretionary authority to vote on such proposals notwithstanding that they are not discussed in the proxy materials unless the proponent notifies the Company and must submit their proposals by Certified Mail - Return Receipt Requested of such proposal not later than February 13, 2004.

EXPENSES AND SOLICITATION

All expenses in connection with this solicitation will be borne by the Company. In addition to the use of the mail, proxy solicitation may be made by telephone, telegraph and personal interview by officers, directors and employees of the Company. The Company will, upon request, reimburse brokerage houses and persons holding shares in the names of their nominees for their reasonable expenses in sending soliciting material to their principals.

OTHER BUSINESS

The Board of Directors knows of no business that will be presented for consideration at the Meeting other than those items stated above. If any other business should come before the Meeting, votes may be cast, pursuant to proxies, in respect to any such business in the best judgment of the person or persons acting under the proxies.

Dated: March 31, 2003 THE QUIGLEY CORPORATION

By:/s/ Charles A. Phillips

CHARLES A. PHILLIPS, Secretary

Exhibit I

THE QUIGLEY CORPORATION
AUDIT COMMITTEE CHARTER

December 2002

ORGANIZATION

This charter governs the operations of the Audit Committee of The Quigley Corporation (the "Company"). The Audit Committee shall review and reassess the charter at least annually and obtain the approval of the charter from the Board of Directors. The Audit Committee shall be appointed by the Board of Directors and shall be comprised entirely of directors who are independent as defined by applicable Nasdaq rules and regulations. In general, members of the Audit Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from management and the Company. All Audit Committee members shall be financially literate, or shall become financially literate at the time of their appointment to the Audit Committee, and at least one member shall have accounting or related financial management expertise.

STATEMENT OF POLICY

The Audit Committee shall provide assistance to the Board of Directors in fulfilling its oversight responsibility to the stockholders, potential stockholders, the investment community and others relating to the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls, the annual independent audit of the Company's financial statements and the legal compliance and ethics programs as established by management and the Board. In so doing, it is the responsibility of the Audit Committee to maintain free and open communication between the Audit Committee, independent auditors and management of the Company in discharging its oversight role. The Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain and determine funding for outside counsel or other experts for this purpose.

RESPONSIBILITIES AND PROCESSES

The primary responsibility of the Audit Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. Management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The Audit Committee in carrying out its responsibilities believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Audit Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The following shall be the principal recurring responsibilities of the Audit Committee. The responsibilities are set forth as a guide with the understanding that the Audit Committee may supplement them as appropriate including any changes required by them to carry out its duties, including those required by changes in the policies of the Nasdaq National Market.

The responsibilities of the Audit Committee shall include:

1. Directly overseeing and compensating the independent auditors.
2. Reviewing this charter on an annual basis and updating it as conditions dictate.
3. Providing oversight and monitoring of Company management and the independent auditors and their activities with respect to the Company's financial reporting process.
4. Selecting, on an annual basis, the Company's independent auditors, subject to stockholder approval.
5. Under its ultimate authority, evaluating and, where appropriate, replacing the independent auditors.
6. Discussing with the independent auditors the overall scope and plans for their audit, including their approach and independence, and discussing with the Company's accounting department the adequacy of staffing.
7. Discussing with management the Company's accounting department and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage business risk, and legal and ethical compliance programs.
8. Reviewing the performance of the independent auditors with the understanding of both management and the independent auditors that the independent auditors are ultimately accountable to the Board and the Audit Committee as representatives of the Company's stockholders.
9. Requesting from the independent auditors a formal written statement

delineating all relationships between the auditor and the Company, consistent with Independent Standards Board Standard No. 1, and engaging in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors.

10. Reviewing the interim financial statements with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q.
11. Discussing with the Company's independent auditors the matters required to be discussed by Statement on Accounting Standard No. 61, as it may be modified or supplemented.
12. Reviewing with management and the independent auditors the financial statements to be included in the Company's Annual Report on Form 10-K, including their judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements.
13. Providing a report in the Company's proxy statement in accordance with the requirements of Item 306 of Regulation S-K and Item 7(d)(3) of Schedule 14A.
14. Discussing the results of the quarterly review and any other matters required to be communicated to the Audit Committee by the independent auditors under generally accepted auditing standards.
15. Discussing the results of the annual audit and any other matters required to be communicated to the Audit Committee by the independent auditors under generally accepted auditing standards.
16. Reviewing the Audit Committee's own structure, processes and membership requirements.
17. Establishing procedures for the receipt, retention and treatment, on a confidential basis, of complaints (from employees and others) regarding the Company's accounting, internal accounting controls and accounting matters.
18. Having the authority to approve, in advance, all non-audit services to be provided to the Company by the independent auditors.
19. Having the authority to consult with, retain and determine funding for legal, accounting and other experts in connection with the performance of its duties and responsibilities.
20. Performing such other duties as may be requested by the Board of Directors or as the Audit Committee shall deem appropriate.
21. Reviewing and approving related party transactions.

MEETINGS

The Audit Committee will meet once each fiscal year, or more frequently as circumstances dictate, in order to completely discharge its responsibilities as outlined in this charter. The Audit Committee may establish its own agenda, which it will provide to the Board of Directors in advance.

The Audit Committee will meet separately with the independent auditors as well as members of the Company's management, and legal counsel as it deems appropriate in order to review the financial controls of the Company.

MINUTES

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS

Apart from the report prepared pursuant to Item 306 of Regulation S-K and Item 7(d)(3) of Schedule 14A, the Audit Committee will summarize its examinations and recommendations to the Board from time to time as may be appropriate, consistent with the Audit Committee's charter.

Exhibit II

Code of Ethics
of
The Quigley Corporation

January 14, 2003

Employment by The Quigley Corporation or its subsidiaries (collectively, the "Company") carries with it the duty and responsibility to be constantly aware of the importance of ethical conduct when dealing with competitors, suppliers, customers and other employees. Each of us, whether an employee, officer or director, has an individual responsibility to deal ethically in all aspects of the Company's business and to comply fully with all laws, regulations, and Company policies. Each individual is expected to assume the responsibility for applying these standards of ethical conduct and for acquainting himself or herself with the various laws, regulations and policies applicable to his or her assigned duties. This Code of Ethics is applicable not only to the conduct of each employee of the Company, but also to the conduct of any associate or relative of such employee in regard to the Company and to competitors, suppliers, customers and employees of the Company. For the purposes of this Code of Ethics, a relative is any person who is related by blood, marriage or adoption or whose relationship with the employee is similar to that of persons who are related by blood, marriage or adoption. For the purposes of this Code of Ethics, an associate of an employee is (1) a corporation or other entity of which such employee is an officer or partner, or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities; and (2) any trust or other estate in which such employee has a substantial beneficial interest or as to which such employee serves as trustee or in a similar capacity. In complying with the Company's Code of Ethics, you are expected to exercise high standards of integrity and good judgment and to apply the following guiding principles:

- to conduct yourself in an honest manner in dealing with others and to accept responsibility for your actions, including actions that may be unethical or improper.

- to refrain from taking part or exercising influence in any transaction in which your personal interest may conflict with the best interests of the Company, including (i) taking for yourself personally opportunities that are discovered through the use of corporate property, information or position, (ii) using corporate property, information or position for personal gain, and (iii) competing with the Company. You owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

- never to induce or encourage co-employees to engage in illegal or unethical conduct.

- to protect the company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes. The personal use of Company assets without proper approval is prohibited.

- to exercise good judgment in the use of information you may acquire in the course of doing Company business including, but not limited to, methods of operation, sales, products, profits, costs, markets, key personnel, licenses, trade secrets and other know-how of the Company and to maintain the confidentiality of all such information (except when disclosure is authorized or legally mandated).

- to make commercial decisions that are in the best interests of the Company.

- to endeavor to deal fairly with the Company's customers, suppliers, competitors and employees by not taking advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

- to provide fair and equal opportunity to all employees regardless of race, color, sex, sexual orientation, religion, age, national origin, veteran's status or disability and to avoid harassment or unequal treatment of co-employees.

- to establish and maintain a work environment that is free from intimidation, threats or violent acts and the effects of alcohol and drug abuse.

- never to make a payment, contribution, gift or provide services or facilities to a public official on behalf of the Company. (You are free to contribute personal time or funds to any political candidate or party without expectation of reimbursement or time off from work to conduct political activities.)

- to act as a responsible and useful corporate citizen to enhance the communities within which you work and live and to support selected civic, charitable, educational and other activities as appropriate.

- to comply with all laws, rules, regulations, policies and guidelines applicable to the operation of the Company.

- to fully and fairly disclose the financial condition and results of operations of the Company in accordance with applicable accounting principles, laws, rules and regulations, and in such connection, to keep the books and records of the Company so as to fully and fairly reflect all Company transactions.

- to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to regulatory authorities, as well as in financial, stockholder and other internal or external reports, documentation or audits.

- to promptly report knowledge of any illegal or improper activity or violations of laws, rules, regulations or this Code of Ethics to the Chief Operating Officer of the Company, with the assurance that the Company will not allow retaliation for reports made in good faith.

- to implement necessary changes in programs, systems, practices or procedures to avoid future ethical problems.

Failure to comply with this Code of Ethics may result in disciplinary action, including warnings, suspensions, termination of employment or such other actions as may be appropriate under the circumstances.

Any questions pertaining to the Code of Ethics are to be directed to the Chief Operating Officer of the Company.

CERTIFICATION

I hereby state that I have read The Quigley Corporation Code of Ethics dated January 14, 2003 and that I understand my responsibilities thereunder. I agree to abide by the Code of Ethics to the best of my ability. I am not aware of any violation, or any possible violation, of the Code of Ethics or any applicable law or regulation.

Signature:________________________ Date:_____________________, 20____

Name (please print):______________

PERFORMANCE GRAPH (Data Points)

	1997	1998	1999	2000	2001	2002
THE QUIGLEY CORPORATION	100.00	38.31	11.04	5.63	15.93	38.10
MG GROUP INDEX	100.00	66.95	57.49	49.67	72.61	72.75
NASDAQ MARKET INDEX	100.00	141.04	248.76	156.35	124.64	86.94

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
THE QUIGLEY CORPORATION

Proxy -- Annual Meeting of Stockholders
April 30, 2003

The undersigned, a stockholder of The Quigley Corporation, a Nevada corporation (the "Company"), does hereby appoint Guy J. Quigley and Charles A. Phillips and each of them, the true and lawful attorneys and proxies with full power of substitution, for and in the name, place and stead of the undersigned, to vote all of the shares of Common Stock of the Company which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of the Company to be held at Doyelstown Country Club, Green St. P.O. Box 417, Doyelstown, Pennsylvania 18901, on Wednesday, April 30, 2003, at 4:00 P.M., local time, or at any adjournment thereof.

THE UNDERSIGNED HEREBY INSTRUCTS SAID PROXIES OR THEIR SUBSTITUTES: PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR BOTE IN BLUE OR BLACK INK AS SHOWN HERE /X/.

1. ELECTION OF DIRECTORS. The Election of the following directors to serve until the next annual meeting of stockholders and until their successors have been duly elected and qualified.

NOMINEES:

/ / FOR ALL NOMINEES	0	Guy J. Quigley
	0	Charles A. Philips
/ / WITHHOLD AUTHORITY FOR ALL NOMINEES	0	George J. Longo
	0	Jacqueline F. Lewis
	0	Rounsevelle W. Schaum
/ / FOR ALL ACCEPT (see instruction below)	0	Stephen W. Wouch

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here. 0

	FOR	AGAINST	ABSTAIN
2. RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE FOR AGAINST ABSTAIN COMPANY'S INDEPENDENT PUBLIC AUDITORS.	/ /	/ /	/ /

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH ANY DIRECTIONS HEREINBEFORE GIVEN. UNLESS OTHERWISE SPECIFIED, THIS PROXY WILL BE VOTED TO ELECT THE DIRECTORS AND

TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC AUDITORS AND IN ACCORDANCE WITH THE DISCRETION OF THE PROXY OR PROXIES WITH RESPECT TO ANY OTHER BUSINESS TRANSACTED AT THE MEETING.

The undersigned hereby revokes any proxy or proxies heretofore given and acknowledges receipt of a copy of the Notice of Annual Meeting and Proxy Statement, both dated March 31, 2003, and a copy of the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2002.

TO CHANGE YOUR ADDRESS ON YOUR ACCOUNT, PLEASE CHECK THE BOX AT RIGHT AND INDICATE YOUR NEW ADDRESS IN THE ADDRESS SPACE ABOVE. PLEASE NOTE THAT CHANGES TO THE REGISTERED NAME(S) ON THE ACCOUNT MAY NOT BE SUBMITTED VIA THIS METHOD. / /

Signature:________________ Date:________ Signature:______________ Date:______

NOTE: Please sign exactly as your name or names appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full titles as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.