FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO | VAL |
|------------------------|-----------|
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| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| n(s) to Issuer | | | | | |
|--|--|--|--|--|--|
| 1(5) to 155uei | | | | | |
| 10% Owner | | | | | |
| Other (specify below) | | | | | |
| er/ EVP | | | | | |
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| Check Applicable | | | | | |
| ng Person | | | | | |
| one Reporting | | | | | |
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| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| ership 7. Nature | | | | | |
| Form: Direct of Indirect D) or Indirect Beneficial | | | | | |
| (Instr. 4) | | | | | |
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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | |
| 11. Nature of Indirect | | | | | |
| n: Beneficial | | | | | |
| ct (D) Ownership ndirect (Instr. 4) | | | | | |
| nstr. 4) | | | | | |
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Explanation of Responses:

<u>Jeffrey B. Newman, Attorney</u> <u>in fact</u>

09/17/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.