



**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative<br>Explanation of Responses<br>(Instr. 3)<br>Remarks   | 2. Conversion Date<br>Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | Code<br>Code (Instr. 8) | V | (A)<br>Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | (D) | Date Exercisable<br>Date<br>(Month/Day/Year) | Expiration Date<br>Date<br>(Month/Day/Year) | Title<br>Amount of Securities Underlying Derivative Security (Instr. 3) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned<br>Following Reported Date<br>(Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-------------------------|---|---|-----|--|---|---|--|--|---|--|
| <p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.</p> <p><b>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.</b></p> |  |   |   |                         |   |   |     |  |   |   |  |  |   |  |
| <p align="right">By: <a href="#">Ward R. Cooper, Attorney-In-Fact</a><br/>** Signature of Reporting Person</p>  |  |   |   |                         |   |   |     |  |   |   | <p align="center">03/16/2006<br/>Date</p>  |  |   |  |
|   |  |   |   | Code                    | V | (A)   | (D) | Date Exercisable                             | Expiration Date                             | Title   | Amount of Shares                           |  |   |  |