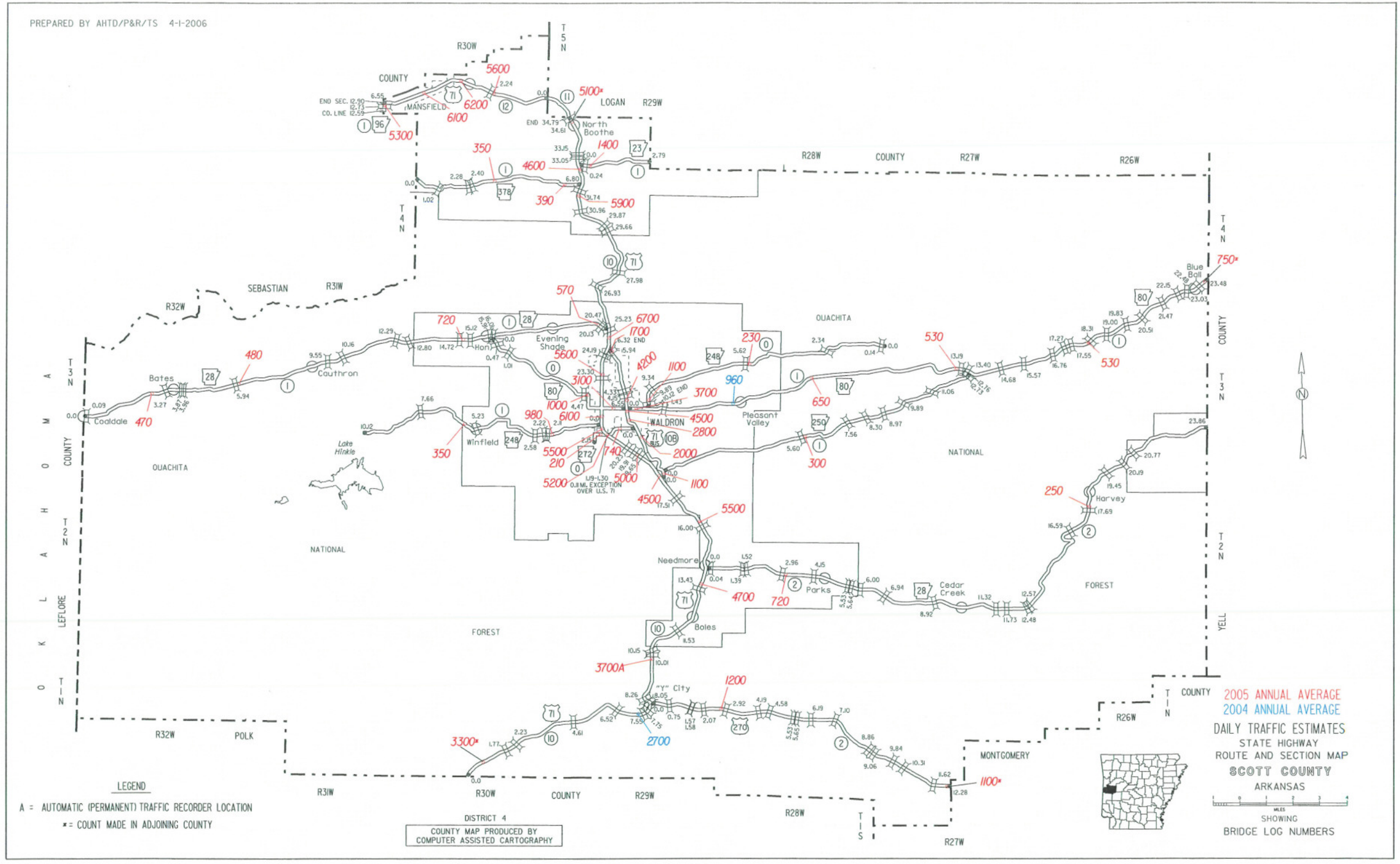PREPARED BY AHTD/P&R/TS 4-1-2006