



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

| 1. Title of Derivative (Instr. 3)   | 2. Conversion Date | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code V (Instr. 8) | (A) Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (D) Date Exercisable and Expiration Date (Month/Day/Year) | Title and Amount of Underlying Derivative Security (Instr. 3 and 4)  | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 6) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------|--------------------------------------|--|-------------------|---|---|--|--|--|---|--|
| <p>The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 1, 2005.</p>                       |                    |                                      |  |                   |   |   |  |  |  |   |  |
| <p>Remarks: Security</p>  |                    |                                      |  |                   |   |   |  |  |  |   |  |
| <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.</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>Persons who respond to the collection of information contained in this form are not required to respond if the form does not display a currently valid OMB Number.</p> |                    |                                      |  |                   |   |   |  |  |  |   |  |
|   |                    |                                      |  |                   |   |   | <p><u>George Scangos</u></p> <p>** Signature of Reporting Person</p> |  |  | <p>01/25/2006</p> <p>Date</p>                             |  |