



**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 (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	V (Instr. 8)	(A) (Instr. 8)	(D) (Instr. 8)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title of Underlying Security (Instr. 3 and 4)	Amount of Derivative Security (Instr. 5)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>The information in this report is based on a plan statement dated as of May 17, 2006.</p> <p><b>Remarks:</b> Security</p> <p>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. 70ff(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.</p>															
<p align="right">By: <u>/s/ James B. Morgan</u>                      ** Signature of Reporting Person</p>											<p align="center">06/01/2006                      Date</p>				