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INTEGRA LIFESCIENCES HOLDINGS CORP
Form SC 13D/A
March 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

INTEGRA LIFESCIENCES HOLDINGS CORPORATION
(F/K/A INTEGRA LIFESCIENCES CORPORATION)

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

457985208

(CUSIP Number)

Stephen M. Vine, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
590 Madison Avenue
New York, New York 10022
(212) 872-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 12, 2004

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)

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SCHEDULE 13D

CUSIP No. 457985208

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
- QUANTUM INDUSTRIAL PARTNERS LDC
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
-
- 6 Citizenship or Place of Organization
- Cayman Islands
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 2,472,406 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 2,472,406 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
- 2,472,406
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
-
- 13 Percent of Class Represented By Amount in Row (11)
- 8.7%
- 14 Type of Reporting Person (See Instructions)
- OO; IV

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SCHEDULE 13D

CUSIP No. 457985208

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
- QIH MANAGEMENT INVESTOR, L.P.
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
-
- 6 Citizenship or Place of Organization
- Delaware
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 2,472,406 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 2,472,406 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
- 2,472,406
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
-
- 13 Percent of Class Represented By Amount in Row (11)
- 8.7%
- 14 Type of Reporting Person (See Instructions)
- PN; IA

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
- QIH MANAGEMENT LLC
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)
- a.
- b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
-
- 6 Citizenship or Place of Organization
- Delaware
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 2,472,406 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 2,472,406 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
- 2,472,406
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
-
- 13 Percent of Class Represented By Amount in Row (11)
- 8.7%
- 14 Type of Reporting Person (See Instructions)
- OO

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
- SOROS FUND MANAGEMENT LLC
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
-
- 6 Citizenship or Place of Organization
- Delaware
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 2,472,406 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 2,472,406 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
- 2,472,406
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
-
- 13 Percent of Class Represented By Amount in Row (11)
- 8.7%
- 14 Type of Reporting Person (See Instructions)
- OO; IA

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SCHEDULE 13D

CUSIP No. 457985208

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

GEORGE SOROS (in the capacity described herein)
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)

Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization

United States
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 3,125,300 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 3,125,300 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

3,125,300
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares \ (See Instructions)
- 13 Percent of Class Represented By Amount in Row (11)

11.0%
- 14 Type of Reporting Person (See Instructions)

IA

This Amendment No. 7 to Schedule 13D relates to shares of Common Stock, par value \$.01 per share (the "Shares"), of Integra LifeSciences Holdings Corporation (the "Issuer") (f/k/a Integra LifeSciences Corporation). This Amendment No. 7 supplementally amends the initial statement on Schedule 13D, dated April 8, 1999, and all amendments thereto (collectively, the "Initial Statement"), filed by the Reporting Persons. This Amendment No. 7 is being filed by the Reporting Persons to report that the number of Shares which the Reporting Persons may be deemed to beneficially own has decreased by more than one percent of the current amount of outstanding Shares, as disclosed in the Issuer's annual report on Form 10-K filed on March 12, 2004. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is supplementally amended as follows.

Item 2. Identity and Background.

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Quantum Industrial Partners LDC ("QIP");
- ii) QIH Management Investor, L.P. ("QIHMI");
- iii) QIH Management LLC ("QIH Management");
- iv) Soros Fund Management LLC ("SFM LLC") and
- v) Mr. George Soros ("Mr. Soros").

This Statement relates to Shares held for the accounts of QIP and SFM Domestic Investments LLC ("SFM Domestic Investments").

Effective December 31, 2002, QIH Management, Inc. was converted into QIH Management LLC. SFM LLC is the sole managing member of QIH Management LLC. Mr. Soros is the Chairman of SFM LLC.

Item 5. Interest in Securities of the Issuer.

According to information provided by the Issuer in its most recent annual report on Form 10-K, the number of Shares outstanding was 28,463,000 as of March 2, 2004.

(a) (i) Each of QIP, QIHMI, QIH Management and SFM LLC may be deemed the beneficial owner of the 2,472,406 Shares (approximately 8.7% of the total number of Shares outstanding) held for the account of QIP.

(ii) Mr. Soros may be deemed the beneficial owner of 3,125,300 Shares (approximately 11.0% of the total number of Shares outstanding). This number includes (A) 2,472,406 Shares held for the account of QIP and (B) 652,894 Shares held for the account of SFM Domestic Investments.

(b) (i) Each of QIP, QIHMI, QIH Management, SFM LLC and Mr. Soros (as a result of his position with SFM LLC) may be deemed to have the sole power to direct the voting and disposition of the 2,472,406 Shares held for the account of QIP.

(ii) Mr. Soros in his capacity as the sole managing member of SFM Domestic Investments may be deemed to have the sole power to direct the voting and disposition of the 652,894 Shares held for the account of SFM Domestic Investments.

(c) Except for the transactions listed on Annex A hereto, all of which were effected in the over-the-counter market in routine brokerage transactions, there have been no transactions with respect to the Shares since January 17, 2004 (60 days prior to the date hereto) by any of the Reporting Persons.

(d) (i) The shareholders of QIP, including Quantum Industrial Holdings, Ltd., a British Virgin Islands international business company, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of QIP in accordance with their ownership interests in QIP.

(ii) Certain members of SFM Domestic Investments have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of SFM Domestic Investments.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: March 17, 2004

QUANTUM INDUSTRIAL PARTNERS LDC

By: /s/ John F. Brown

John F. Brown
Attorney-in-Fact

QIH MANAGEMENT INVESTOR, L.P.

By: QIH Management LLC,
its General Partner

By: Soros Fund Management LLC,
its Managing Member

By: /s/ John F. Brown

John F. Brown
Assistant General Counsel

QIH MANAGEMENT LLC

By: Soros Fund Management LLC,
its Managing Member

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By: /s/ John F. Brown

 John F. Brown
 Assistant General Counsel

SOROS FUND MANAGEMENT LLC

By: /s/ John F. Brown

 John F. Brown
 Assistant General Counsel

GEORGE SOROS

By: /s/ John F. Brown

 John F. Brown
 Attorney-in-Fact

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ANNEX A

RECENT TRANSACTIONS IN THE SECURITIES OF
 INTEGRA LIFESCIENCES HOLDINGS CORPORATION

| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 295 Shares | \$30.7332 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 1,123 Shares | \$30.5073 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 1,755 Shares | \$30.5102 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 600 Shares | \$30.51 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 300 Shares | \$30.52 |
| Quantum Industrial | | | | |

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|---|---------------|------|------------|-----------|
| Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 500 Shares | \$30.58 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 400 Shares | \$30.55 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 138 Shares | \$30.7328 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 350 Shares | \$30.7029 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 355 Shares | \$30.6531 |

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 200 Shares | \$30.66 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 200 Shares | \$30.655 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 1,000 Shares | \$30.654 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 800 Shares | \$30.615 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 200 Shares | \$30.73 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 200 Shares | \$30.895 |
| Quantum Industrial Partners LDC/SFM Domestic Investments | March 3, 2004 | Sale | 100 Shares | \$30.89 |

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LLC /1/

Quantum Industrial
Partners LDC/SFM March 3, 2004 Sale 100 Shares \$30.88
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 3, 2004 Sale 300 Shares \$30.8767
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 3, 2004 Sale 190 Shares \$30.8079
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 3, 2004 Sale 100 Shares \$30.74
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 3, 2004 Sale 400 Shares \$30.79
Domestic Investments
LLC /1/

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 500 Shares | \$30.68 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 272 Shares | \$30.6063 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 306 Shares | \$30.60 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 1,100 Shares | \$30.57 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 800 Shares | \$30.505 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 1,000 Shares | \$30.478 |

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| | | | | |
|---|---------------|------|------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 480 Shares | \$30.4608 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 212 Shares | \$30.4206 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 519 Shares | \$30.56 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 200 Shares | \$30.54 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 600 Shares | \$30.53 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 800 Shares | \$30.445 |

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 1,112 Shares | \$30.4674 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 856 Shares | \$30.50 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 500 Shares | \$30.4904 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 500 Shares | \$30.4457 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 228 Shares | \$30.4644 |
| Quantum Industrial Partners LDC/SFM | March 3, 2004 | Sale | 100 Shares | \$30.4572 |

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Domestic Investments
LLC /1/

| | | | | |
|---|---------------|------|------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 190 Shares | \$30.4447 |
|---|---------------|------|------------|-----------|

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|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 217 Shares | \$30.43 |
|---|---------------|------|------------|---------|

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|---|---------------|------|------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 300 Shares | \$30.4233 |
|---|---------------|------|------------|-----------|

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|---|---------------|------|------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 400 Shares | \$30.4675 |
|---|---------------|------|------------|-----------|

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|---|---------------|------|------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 900 Shares | \$30.4589 |
|---|---------------|------|------------|-----------|

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|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 322 Shares | \$30.49 |
|---|---------------|------|------------|---------|

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 450 Shares | \$30.4411 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 900 Shares | \$30.4278 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 800 Shares | \$30.42 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 800 Shares | \$30.415 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 400 Shares | \$30.485 |

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| | | | | |
|---|---------------|------|--------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 1,000 Shares | \$30.48 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 882 Shares | \$30.45 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 665 Shares | \$30.4325 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 400 Shares | \$30.435 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 420 Shares | \$30.44 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 400 Shares | \$30.365 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 24 Shares | \$30.40 |

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 300 Shares | \$30.41 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 3, 2004 | Sale | 539 Shares | \$30.4033 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 1,796 Shares | \$30.9326 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 24,449 Shares | \$30.95 |
| Quantum Industrial | | | | |

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| | | | | |
|--|---------------|------|--------------|-----------|
| Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 500 Shares | \$30.90 |
| Quantum Industrial P artners LDC/SFM Domestic Investments LLC /1/ | arch 4, 2004 | ale | 700 Shares | \$30.99 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 400 Shares | \$31.03 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 500 Shares | \$30.884 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 500 Shares | \$30.848 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 100 Shares | \$30.84 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 200 Shares | \$30.69 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 2,700 Shares | \$30.6624 |

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| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|---|------------------------|--------------------------|-------------------------|-----------|
| ----- | ----- | ----- | ----- | ----- |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 600 Shares | \$30.65 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 200 Shares | \$30.78 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 900 Shares | \$30.6122 |
| Quantum Industrial Partners LDC/SFM Domestic Investments | March 4, 2004 | Sale | 400 Shares | \$30.62 |

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LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 500 Shares \$30.574
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 100 Shares \$30.74
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 520 Shares \$30.4969
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 400 Shares \$30.3425
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 505 Shares \$30.2009
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 600 Shares \$30.1383
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 519 Shares \$30.5647
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 4, 2004 Sale 100 Shares \$30.48
Domestic Investments
LLC /1/

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 323 Shares | \$30.1821 |

| | | | | |
|---|---------------|------|--------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 2,502 Shares | \$30.1644 |
|---|---------------|------|--------------|-----------|

| | | | | |
|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 100 Shares | \$30.35 |
|---|---------------|------|------------|---------|

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| | | | | |
|--|---------------|------|--------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 98 Shares | \$30.26 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 300 Shares | \$30.24 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 25 Shares | \$30.53 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 195 Shares | \$30.1938 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 105 Shares | \$30.1714 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 395 Shares | \$30.29 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 600 Shares | \$30.4133 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 100 Shares | \$30.73 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 3,873 Shares | \$30.7029 |

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|--|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 500 Shares | \$30.63 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 300 Shares | \$30.75 |
| Quantum Industrial Partners LDC/SFM | March 4, 2004 | Sale | 152 Shares | \$30.7068 |

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Domestic Investments
LLC /1/

| | | | | |
|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 300 Shares | \$30.82 |
|---|---------------|------|------------|---------|

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|---|---------------|------|--------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 3,700 Shares | \$30.59 |
|---|---------------|------|--------------|---------|

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|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 400 Shares | \$30.68 |
|---|---------------|------|------------|---------|

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|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 500 Shares | \$30.77 |
|---|---------------|------|------------|---------|

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|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 400 Shares | \$30.83 |
|---|---------------|------|------------|---------|

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|---|---------------|------|------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 100 Shares | \$31.01 |
|---|---------------|------|------------|---------|

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|---|---------------|------|------------|----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 500 Shares | \$30.912 |
|---|---------------|------|------------|----------|

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|---|---------------|------|------------|------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 300 Shares | \$31 |
|---|---------------|------|------------|------|

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|---|---------------|------|--------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 2,000 Shares | \$30.9315 |
|---|---------------|------|--------------|-----------|

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 400 Shares | \$30.965 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 649 Shares | \$30.92 |

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|---|---------------|------|--------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 594 Shares | \$30.85 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 4, 2004 | Sale | 400 Shares | \$30.86 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 200 Shares | \$31.065 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 455 Shares | \$30.963 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 96 Shares | \$30.92 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 4,306 Shares | \$31.0254 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 1,000 Shares | \$31.092 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 2,700 Shares | \$31.10 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 4,300 Shares | \$31.08 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 200 Shares | \$31.085 |

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 600 Shares | \$31.0933 |

Quantum Industrial

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|---|---------------|------|--------------|-----------|
| Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 500 Shares | \$31.074 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 500 Shares | \$31.07 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 1,292 Shares | \$31.09 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 300 Shares | \$31.03 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 400 Shares | \$31.035 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 600 Shares | \$31.115 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 100 Shares | \$31.11 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 600 Shares | \$31.0783 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 400 Shares | \$31.0125 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 200 Shares | \$30.95 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 600 Shares | \$30.89 |

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|--|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments | March 5, 2004 | Sale | 400 Shares | \$30.84 |

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LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 950 Shares \$30.7074
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 600 Shares \$30.725
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 1,100 Shares \$30.7509
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 186 Shares \$30.9839
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 700 Shares \$30.8357
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 700 Shares \$30.5686
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 2,500 Shares \$30.7192
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 100 Shares \$30.68
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 1,000 Shares \$30.656
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 200 Shares \$30.63
Domestic Investments
LLC /1/

Quantum Industrial
Partners LDC/SFM March 5, 2004 Sale 500 Shares \$30.566
Domestic Investments
LLC /1/

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| For the Account of | Date of | Nature of | Number of | Price |
|--------------------|-------------|-------------|------------|-------|
| ----- | Transaction | Transaction | Securities | ----- |
| ----- | ----- | ----- | ----- | ----- |

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|---|---------------|------|--------------|-----------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 300 Shares | \$30.56 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 1,300 Shares | \$30.59 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 700 Shares | \$30.58 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 600 Shares | \$30.6333 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 300 Shares | \$30.6633 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 419 Shares | \$30.66 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 500 Shares | \$30.67 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 400 Shares | \$30.7475 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 500 Shares | \$30.70 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 5 Shares | \$30.78 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 1,100 Shares | \$31.12 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 400 Shares | \$30.7225 |

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 800 Shares | \$30.695 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 823 Shares | \$30.7996 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 30 Shares | \$30.93 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 540 Shares | \$31.25 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 100 Shares | \$31.30 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 300 Shares | \$31.31 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 402 Shares | \$31.1981 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 312 Shares | \$31.3672 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 184 Shares | \$31.32 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 400 Shares | \$31.075 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 500 Shares | \$30.842 |
| Quantum Industrial Partners LDC/SFM Domestic Investments | March 5, 2004 | Sale | 500 Shares | \$30.914 |

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LLC /1/

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 5, 2004 | Sale | 300 Shares | \$30.8467 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 8,660 Shares | \$31.8142 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 100 Shares | \$31.81 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 4,400 Shares | \$31.9123 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 700 Shares | \$31.91 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 4,000 Share | \$31.9505 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 5,790 Shares | \$32.0449 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 30 Shares | \$32.015 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 9,357 Shares | \$32 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 3,100 Shares | \$32.0016 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 1,700 Shares | \$32.05 |

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Quantum Industrial
Partners LDC/SFM March 8, 2004 Sale 5,618 Shares \$31.9986
Domestic Investments
LLC /1/

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| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|---|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 15,422 Shares | \$31.90 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 4,000 Shares | \$31.85 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 300 Shares | \$31.67 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 50 Shares | \$31.82 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 5,371 Shares | \$31.80 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 2,000 Shares | \$31.70 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 2,000 Shares | \$31.60 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 100 Shares | \$31.75 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | March 8, 2004 | Sale | 302 Shares | \$31.65 |

/1/ For each of these transactions, approximately 79.11% of the shares of common stock, par value \$0.01 per share ("Shares"), sold were allocated from

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the account of Quantum Industrial Partners, LDC ("QIP") and 20.89% of the Shares were allocated from the account of SFM Domestic Investments LLC ("SFM Domestic Investments"). For all of these transactions, an aggregate of 158,219 Shares were sold by QIP and 41,781 Shares were sold by SFM Domestic Investments.