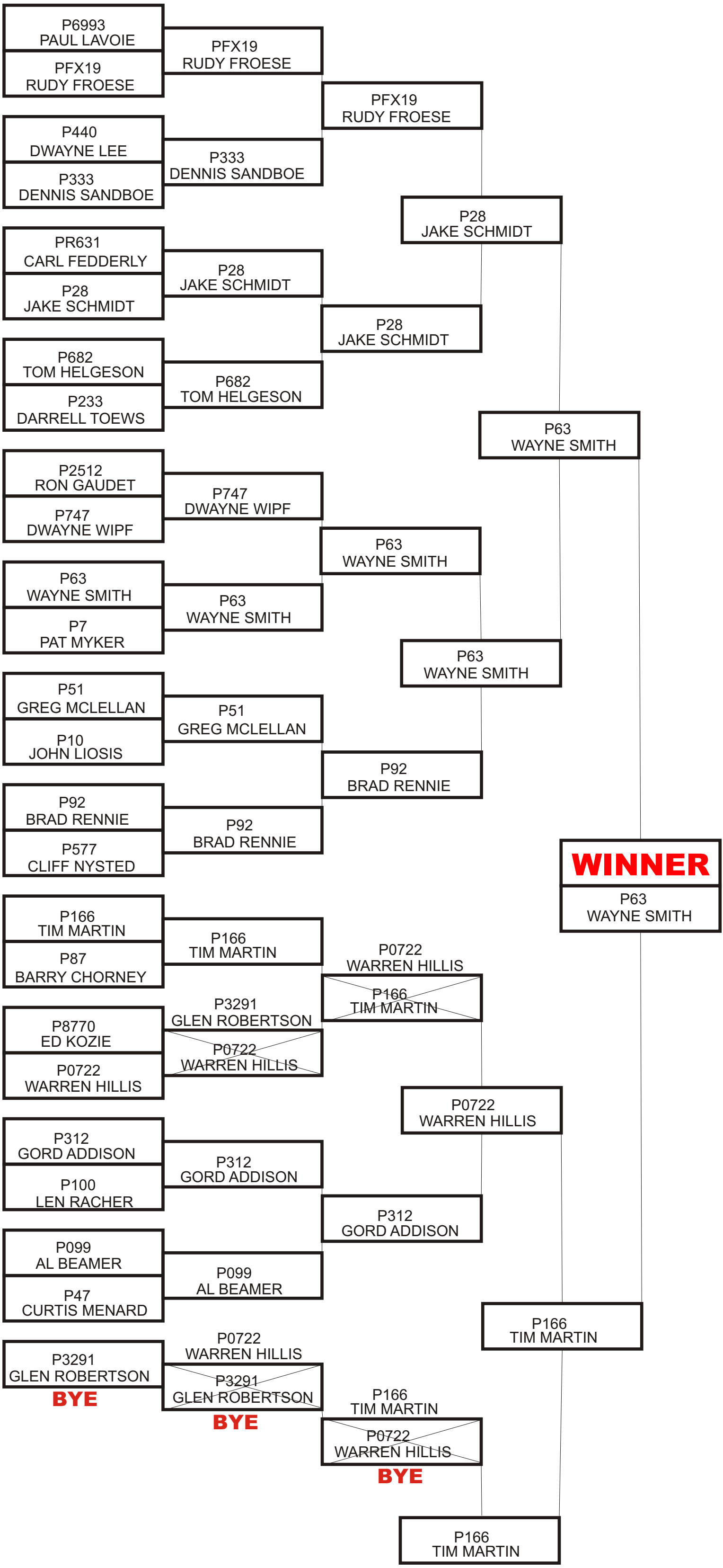CLASS PRO **DATE** AUG 15 2004