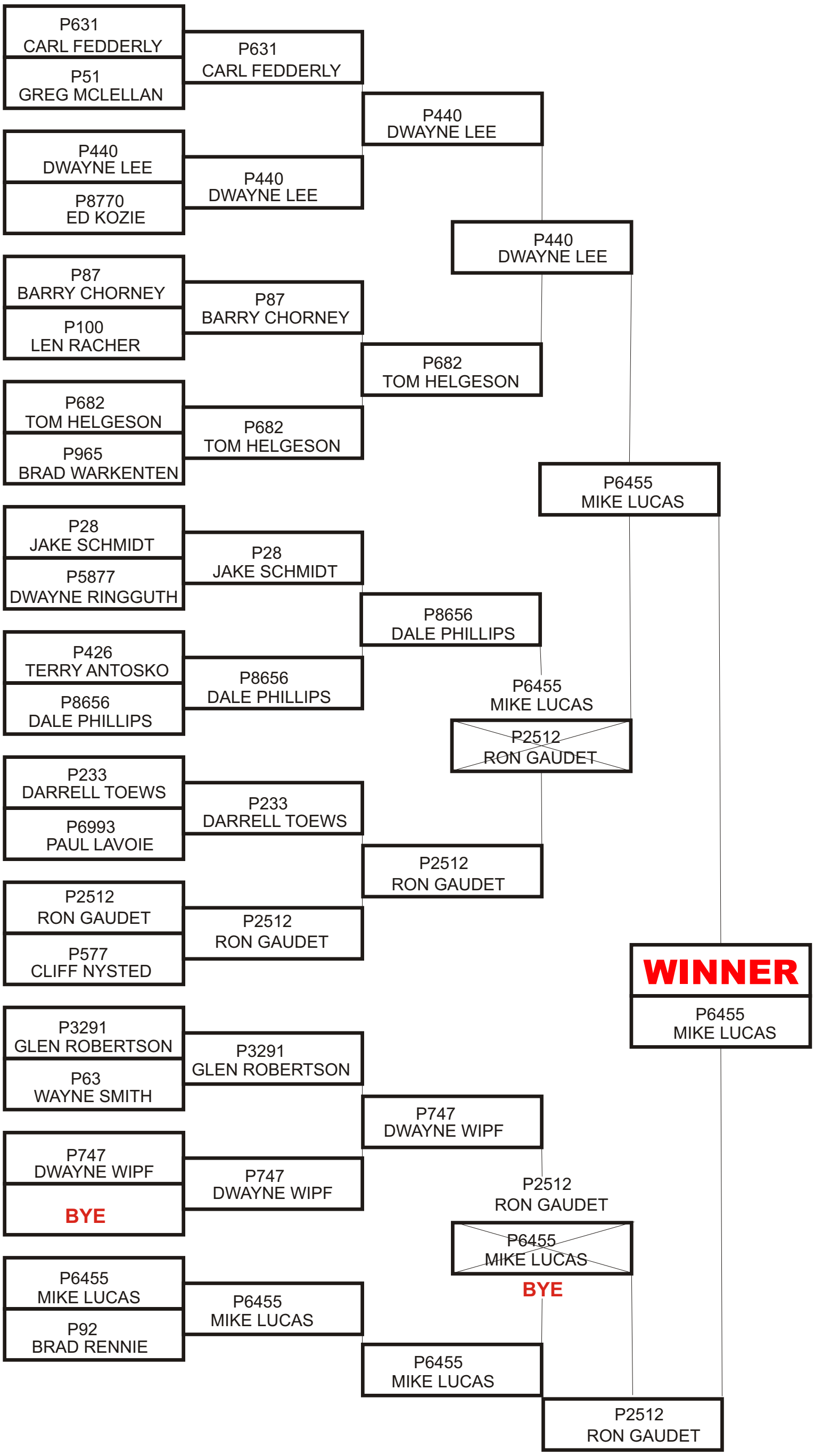CLASS PRO **DATE** JUNE 6 2004