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CORAM HEALTHCARE CORP
Form SC 13D/A
May 22, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 4
TO
SCHEDULE 13D
Under the Securities Exchange Act of 1934

Coram Healthcare Corporation

(Name of Issuer)

Common Stock (par value \$0.001 per share)

(Title of Class of Securities)

218103109

(CUSIP Number)

Steve Chaiken, Esq.
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004
(212) 902-1000

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

December 31, 2002

(Date of Event which requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13(d)(1)(f) or 13(d)(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 Rule 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 (the "Act") or otherwise be subject to the liabilities of that section of

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PN

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CUSIP NO. 218103109

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Goldman Sachs Global Holdings L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO [See Item 3.]

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
0

8. SHARED VOTING POWER
2,045,346

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
2,045,346

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

2,045,346

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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4.0%

14. TYPE OF REPORTING PERSON

OO

-4-

CUSIP NO. 218103109

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Goldman Sachs Group, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF - OO [See Item 3.]

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

7. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER
2,048,055

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
2,048,055

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
2,048,055

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14. TYPE OF REPORTING PERSON

HC-CO

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CUSIP NO. 218103109

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Goldman, Sachs & Co.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF - OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

[X]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER
0

8. SHARED VOTING POWER
2,048,055

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
2,048,055

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
2,048,055

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14. TYPE OF REPORTING PERSON

BD-PN-IA

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AMENDMENT NO. 4
TO
SCHEDULE 13D
RELATING TO THE COMMON STOCK OF
CORAM HEALTHCARE CORPORATION

Goldman Sachs Credit Partners L.P. ("GSCP"), Goldman Sachs Global Holdings L.L.C. ("GSGH"), Goldman, Sachs & Co. ("GS&Co."), and The Goldman Sachs Group, Inc. ("GS Group")¹ hereby amend the statement on Schedule 13D filed on July 14, 1998 and most recently amended by Amendment No. 3 thereto, filed on January 4, 2001, relating to common stock, par value \$0.001 per share (the "Common Stock"), of Coram Healthcare Corporation (the "Company").

Item 1 is hereby amended and supplemented to reflect the following:

The principal executive offices of the Company are located at 1675 Broadway, Suite 900, Denver, Colorado.

Item 2 is amended and supplemented to reflect the following:

Schedule I included in Amendment No. 3 to the initial Schedule 13D is hereby replaced in its entirety by Schedule I hereto, which is incorporated herein by reference. Schedule II included in Amendment No. 3 to the initial Schedule 13D is hereby replaced in its entirety by Schedule II hereto, which is incorporated herein by reference. Schedule III included in the initial Schedule 13D, as supplemented by Schedule III included in Amendment No. 3 to the initial Schedule 13D, is hereby supplemented by Schedule III hereto, which is incorporated herein by reference.

Items 3, 4, 5 and 6 are hereby amended and supplemented to reflect the following:

On March 30, 2001, pursuant to an amendment to the Risk Participation Agreement between GSCP and Cerberus Partners L.P., Cerberus Partners L.P. assigned to GSCP the Notes that Cerberus Partners L.P. held subject to the Risk Participation Agreement. Such assignment did not result in a change in GSCP's beneficial ownership as GSCP had reported beneficial ownership of the Notes subject to the Risk Participation Agreement.

On December 31, 2001, GSCP exchanged approximately \$9.54 million of Series A Senior Subordinated Unsecured Notes (the "Series A Notes") and approximately \$0.86 million of accrued but unpaid interest on the Series A

1 Neither the present filing nor anything contained herein shall be construed as an admission that any Filing Person constitutes a "person" for any purposes other than Section 13(d) of the Securities Exchange

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Act of 1934 or that the Filing Persons constitute a "group" for any purpose.

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Notes and the Series B Senior Subordinated Convertible Unsecured Notes (the "Series B Notes") for 86.1639 shares of Series A Preferred Stock, \$0.001 par value per share of Coram, Inc. (the "Series A Preferred Stock") having a liquidation preference of approximately \$10.3 million.

In addition, on December 31, 2002, with the approval of the United States Bankruptcy Court for the District of Delaware, GSCP exchanged approximately \$18.3 million of the Series A Notes, \$3.3 million of accrued but unpaid interest on the Series A Notes, \$37.8 million of the Series B Notes and \$7.6 million of accrued but unpaid interest on the Series B Notes for 553.73479 shares of Series B Cumulative Preferred Stock of Coram, Inc. having a liquidation preference of approximately \$66.9 million. As a result of these transactions, GSCP now owns less than five percent of the Common Stock of the Company.

As of December 31, 2002, Goldman Sachs may be deemed to have beneficially owned 2,709 shares of Common Stock acquired in ordinary course business activities. Schedule IV hereto, which is incorporated herein by reference, describes the transactions in Common Stock effected by Goldman Sachs during the period from November 1, 2002 to December 31, 2002, all of which were effected in the over-the-counter market in the ordinary course of business of Goldman Sachs.

In accordance with the Securities and Exchange Commission (the "SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the investment banking division ("IBD") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of GSG. IBD disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which IBD or its employees have voting or investment discretion, or both and (ii) certain investment entities, of which IBD is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than IBD.

Item 7 is hereby amended and restated as follows:

Item 7. Material to be filed as Exhibits.

- (1) Not applicable.
- (2) (a) Exchange Agreement, dated as of December 31, 2001, filed as Exhibit 99.1

(b) Amendment No.1 to Stockholder Agreement, dated as of December 31, 2001, filed as Exhibit 99.2

(c) Exchange Agreement, dated as of December 31, 2002, filed as Exhibit 99.3

(d) Amendment No.2 to Stockholder Agreement, dated as of December 31, 2002, filed as Exhibit 99.4

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(3) (a) Amendment No. 5 to Securities Exchange Agreement, dated as of December 31, 2001, filed as Exhibit 99.5

(b) Amendment No. 6 to Securities Exchange Agreement, dated as of December 31, 2002, filed as Exhibit 99.6

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SIGNATURE

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

Dated: May 21, 2003

THE GOLDMAN SACHS GROUP, INC.

By:

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN SACHS CREDIT
PARTNERS L.P.

By:

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN SACHS GLOBAL
HOLDINGS L.L.C.

By:

Name: Roger S. Begelman
Title: Attorney-in-fact

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EXHIBIT INDEX

Exhibit Number	Description
1.	Not applicable

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- 2A Exchange Agreement, dated as of December 31, 2001, filed as Exhibit 99.1
- 2B Amendment No.1 to Stockholder Agreement, dated as of December 31, 2001, filed as Exhibit 99.2
- 2C Exchange Agreement, dated as of December 31, 2002, filed as Exhibit 99.3
- 2D Amendment No.2 to Stockholder Agreement, dated as of December 31, 2002, filed as Exhibit 99.4
- 3A Amendment No. 5 to Securities Exchange Agreement, dated as of December 31, 2001, filed as Exhibit 99.5
- 3B Amendment No. 6 to Securities Exchange Agreement, dated as of December 31, 2002, filed as Exhibit 99.6

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SCHEDULE I

The name of each director of The Goldman Sachs Group, Inc. is set forth below.

The business address of each person listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004.

Each person is a citizen of the United States of America except for Lord Browne of Madingley, who is a citizen of the United Kingdom. The present principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation

Henry M. Paulson, Jr.	Chairman and Chief Executive Officer of The Goldman Sachs Group, Inc.
John A. Thain	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
Lloyd C. Blankfein	Vice Chairman of The Goldman Sachs Group, Inc.
Lord Browne of Madingley	Group Chief Executive of BP plc
John H. Bryan	Retired Chairman and Chief Executive Officer of Sara Lee Corporation
William W. George	Retired Chairman and Chief Executive Officer of Medtronic, Inc.
James A. Johnson	Vice Chairman of Perseus, L.L.C.
Ruth J. Simmons	President of Brown University

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SCHEDULE II

The name, position and present principal occupation of each director and executive officer of Goldman Sachs Global Holdings L.L.C., which is the sole general partner of Goldman Sachs Credit Partners L.P., are set forth below.

The business address for all the directors and executive officers listed below is 85 Broad Street, New York, New York 10004, except as follows: The business address of Paul M. Russo is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.

All executive officers and directors listed below are United States citizens, except as follows: Sarah E. Smith is a citizen of the United Kingdom, Veronica W. Foo is a citizen of Hong Kong (PRC) and Amol S. Naik is a citizen of India.

Name	Position	Present Principal Occupation

Gregory K. Palm	Director/Secretary/ Executive Vice President	Managing Director of Goldman, Sachs & Co.
Esta E. Stecher	Director/Secretary/ Executive Vice President	Managing Director of Goldman, Sachs & Co.
Dan H. Jester	Director/Vice President	Managing Director of Goldman, Sachs & Co.
Henry M. Paulson, Jr.	Chairman/ Chief Executive Officer	Managing Director of Goldman, Sachs & Co.
Lloyd C. Blankfein	Vice Chairman	Managing Director of Goldman, Sachs & Co.
Robert S. Kaplan	Vice Chairman	Managing Director of Goldman, Sachs & Co.
Robert K. Steel	Vice Chairman	Managing Director of Goldman, Sachs & Co.
John A. Thain	President	Managing Director of Goldman, Sachs & Co.
John L. Thornton	President	Managing Director of Goldman, Sachs & Co.
David A. Viniar	Chief Financial Officer/ Executive Vice President	Managing Director of Goldman, Sachs & Co.
Kevin W. Kennedy	Executive Vice President	Managing Director of Goldman, Sachs & Co.
Raanan A. Agus	Vice President	Managing Director of Goldman, Sachs & Co.

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John G. Andrews	Vice President	Managing Director of Goldman, Sachs & Co.
Craig W. Broderick	Vice President	Managing Director of Goldman, Sachs & Co.
Robert J. Christie	Vice President	Managing Director of Goldman, Sachs & Co.
Gary D. Cohn	Vice President	Managing Director of Goldman, Sachs & Co.
Christopher A. Cole	Vice President	Managing Director of Goldman, Sachs & Co.
E. Gerald Corrigan	Vice President	Managing Director of Goldman, Sachs & Co.
Edward C. Forst	Vice President	Managing Director of Goldman, Sachs & Co.
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs & Co.

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C. Douglas Fuge	Vice President	Managing Director of Goldman, Sachs & Co.
David B. Heller	Vice President	Managing Director of Goldman, Sachs & Co.
Stephen P. Hickey	Vice President	Managing Director of Goldman, Sachs & Co.
Scott B. Kapnick	Vice President	Managing Director of Goldman, Sachs & Co.
Peter S. Kraus	Vice President	Managing Director of Goldman, Sachs & Co.
Kathleen M. Maloney	Vice President	Managing Director of Goldman, Sachs & Co.
Andrew J. Melnick	Vice President	Managing Director of Goldman, Sachs & Co.
Therese L. Miller	Vice President	Managing Director of Goldman, Sachs & Co.
Eric M. Mindich	Vice President	Managing Director of Goldman, Sachs & Co.
Donald Mullen	Vice President	Managing Director of Goldman, Sachs & Co.
Philip D. Murphy	Vice President	Managing Director of Goldman, Sachs & Co.
Daniel M. Neidich	Vice President	Managing Director of

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		Goldman, Sachs & Co.
Suzanne M. Nora Johnson	Vice President	Managing Director of Goldman, Sachs & Co.
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs & Co.
Scott S. Prince	Vice President	Managing Director of Goldman, Sachs & Co.
John F. W. Rogers	Vice President	Managing Director of Goldman, Sachs & Co.
Pamela P. Root	Vice President	Managing Director of Goldman, Sachs & Co.
Paul M. Russo	Vice President	Managing Director of Goldman Sachs International
Michael D. Ryan	Vice President	Managing Director of Goldman, Sachs & Co.
Eric S. Schwartz	Vice President	Managing Director of Goldman, Sachs & Co.
Howard A. Silverstein	Vice President	Managing Director of Goldman, Sachs & Co.
Sarah E. Smith	Vice President/ Controller	Managing Director of Goldman, Sachs & Co.
Robert T. Wagner	Vice President	Managing Director of Goldman, Sachs & Co.
John S. Weinberg	Vice President	Managing Director of Goldman, Sachs & Co.
John Winkelried	Vice President	Managing Director of Goldman, Sachs & Co.
Carol A. Cortorillo	Assistant Vice President	Vice President of Goldman, Sachs & Co.
Thomas J. McAdam	Assistant Vice President	Managing Director of Goldman, Sachs & Co.
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David M. Weil	Treasurer	Managing Director of Goldman, Sachs & Co.
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Kenneth L. Josselyn	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs & Co.

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James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Beverly L. O'Toole	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Ellen R. Porges	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Howard B. Surloff	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Elizabeth E. Beshel	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Andrew B. Fontein	Assistant Treasurer	Vice President of Goldman, Sachs & Co.
Veronica W. Foo	Assistant Treasurer	Vice President of Goldman, Sachs & Co.
Susan Healy	Assistant Treasurer	Vice President of Goldman, Sachs & Co.
Amol S. Naik	Assistant Treasurer	Vice President of Goldman, Sachs & Co.
Scott L. Wertheimer	Assistant Treasurer	Vice President of Goldman, Sachs & Co.

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SCHEDULE III

On April 6, 2000, in connection with an industry-wide investigation by the Securities and Exchange Commission (the "SEC") relating to the pricing of government securities in advance refunding transactions, Goldman, Sachs & Co. ("Goldman Sachs") joined in a global settlement resolving the SEC investigation as well as a related qui tam lawsuit purportedly brought on behalf of the United States entitled United States ex rel. Lissack v. Goldman, Sachs & Co., et al., 95 Civ. 1363 (S.D.N.Y.) (BSJ). Pursuant to the settlement, without admitting or denying the findings, Goldman Sachs consented to the issuance of an SEC administrative order (SEA Rel. No. 42640) which, among other things, found that Goldman Sachs had violated Sections 17(a)(2) and (3) of the Securities Act of 1933 in connection with such pricing of government securities, required Goldman Sachs to cease and desist from violating such provisions, and ordered Goldman Sachs to make payments totaling approximately \$5.1 Million to the U.S. Treasury and \$104,000 to two municipalities. Under the global settlement, the qui tam lawsuit was dismissed with prejudice, and the Internal Revenue Service agreed not to challenge the tax-free nature of the refundings by virtue of the pricing of such securities.

In November 2002, the SEC, the National Association of Securities Dealers ("NASD") and the New York Stock Exchange, Inc. ("NYSE") alleged that five broker dealers, including Goldman Sachs, violated Section 17(a) of the Exchange Act and Rule 17a-4 hereunder, NYSE Rules 440 and 342 and NASD Rules 3010 and 3110 by allegedly failing to preserve electronic mail communications for three years and/or to preserve electronic mail communications for the first two years in an

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accessible place, and by allegedly having inadequate supervisory systems and procedures in relation to the retention of electronic mail communications. Without admitting or denying the allegations, the five broker dealers, including Goldman Sachs, consented to censure by the SEC, NASD and NYSE and to the imposition of a cease-and-desist order by the SEC and Goldman Sachs paid a total fine of \$1,650,000 (\$550,000 each to the SEC, NASD and NYSE). Goldman Sachs also undertook to review its procedures regarding the preservation of electronic mail communications for compliance with the federal securities laws and regulations and the rules of the NASD and NYSE, and to confirm within a specified period of time that it has established systems and procedures reasonably designed to achieve compliance with those laws, regulations and rules.

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SCHEDULE IV

Purchases	Sales	Price	Trade Date	Settlement Date
10,000		0.480	11/4/02	11/7/02
7,500		0.455	11/7/02	11/13/02
	4,000	0.480	11/8/02	11/14/02
	1,000	0.520	11/12/02	11/15/02
	8,450	0.520	11/12/02	11/15/02
8,500		0.520	11/12/02	11/15/02
	150	0.520	11/12/02	11/15/02
125		0.465	11/14/02	11/19/02
1,000		0.465	11/18/02	11/21/02
1,000		0.465	11/18/02	11/21/02
428		0.460	11/19/02	11/22/02
630		0.490	11/20/02	11/25/02
100		0.480	11/20/02	11/25/02
	3,000	0.530	11/22/02	11/27/02
31		0.530	11/25/02	11/29/02
89		0.530	11/27/02	12/3/02
2,500		0.510	11/27/02	12/3/02
63		0.450	12/2/02	12/5/02
400		0.480	12/4/02	12/9/02
300		0.450	12/9/02	12/12/02
1,220		0.450	12/10/02	12/13/02
	1,000	0.480	12/12/02	12/17/02
1,300		0.460	12/12/02	12/17/02
500		0.420	12/13/02	12/18/02
1,400		0.435	12/13/02	12/18/02
146		0.410	12/16/02	12/19/02
4,000		0.430	12/17/02	12/20/02
400		0.430	12/17/02	12/20/02
100		0.430	12/18/02	12/23/02
243		0.430	12/18/02	12/23/02
63		0.430	12/18/02	12/23/02
252		0.430	12/19/02	12/24/02
33		0.430	12/20/02	12/26/02
4,270		0.430	12/23/02	12/27/02
	6,400	0.440	12/24/02	12/30/02
33		0.440	12/24/02	12/30/02

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5,000		0.450	12/24/02	12/30/02
	5,000	0.450	12/24/02	12/30/02
125		0.480	12/27/02	1/2/03
67		0.500	12/30/02	1/3/03
200		0.500	12/30/02	1/3/03
63		0.500	12/30/02	1/3/03
2,500		0.520	12/30/02	1/3/03
9		0.480	12/30/02	1/3/03
900		0.480	12/30/02	1/3/03
1,000		0.480	12/30/02	1/3/03
10,000		0.600	12/31/02	1/6/03
	10,000	0.600	12/31/02	1/6/03
1,000		0.520	12/31/02	1/6/03
63		0.520	12/31/02	1/6/03
1,000		0.540	12/31/02	1/6/03
315		0.540	12/31/02	1/6/03
	2,500	0.610	12/31/02	1/6/03
2,500		0.630	12/31/02	1/6/03
5,000		0.630	12/31/02	1/6/03
	2,500	0.620	12/31/02	1/6/03
150		0.600	12/31/02	1/6/03
519		0.630	12/31/02	1/6/03
10,000		0.630	12/31/02	1/6/03
	10,000	0.630	12/31/02	1/6/03
5,000		0.630	12/31/02	1/6/03
	7,000	0.630	12/31/02	1/6/03
1,715		0.630	12/31/02	1/6/03
47		0.630	12/31/02	1/6/03