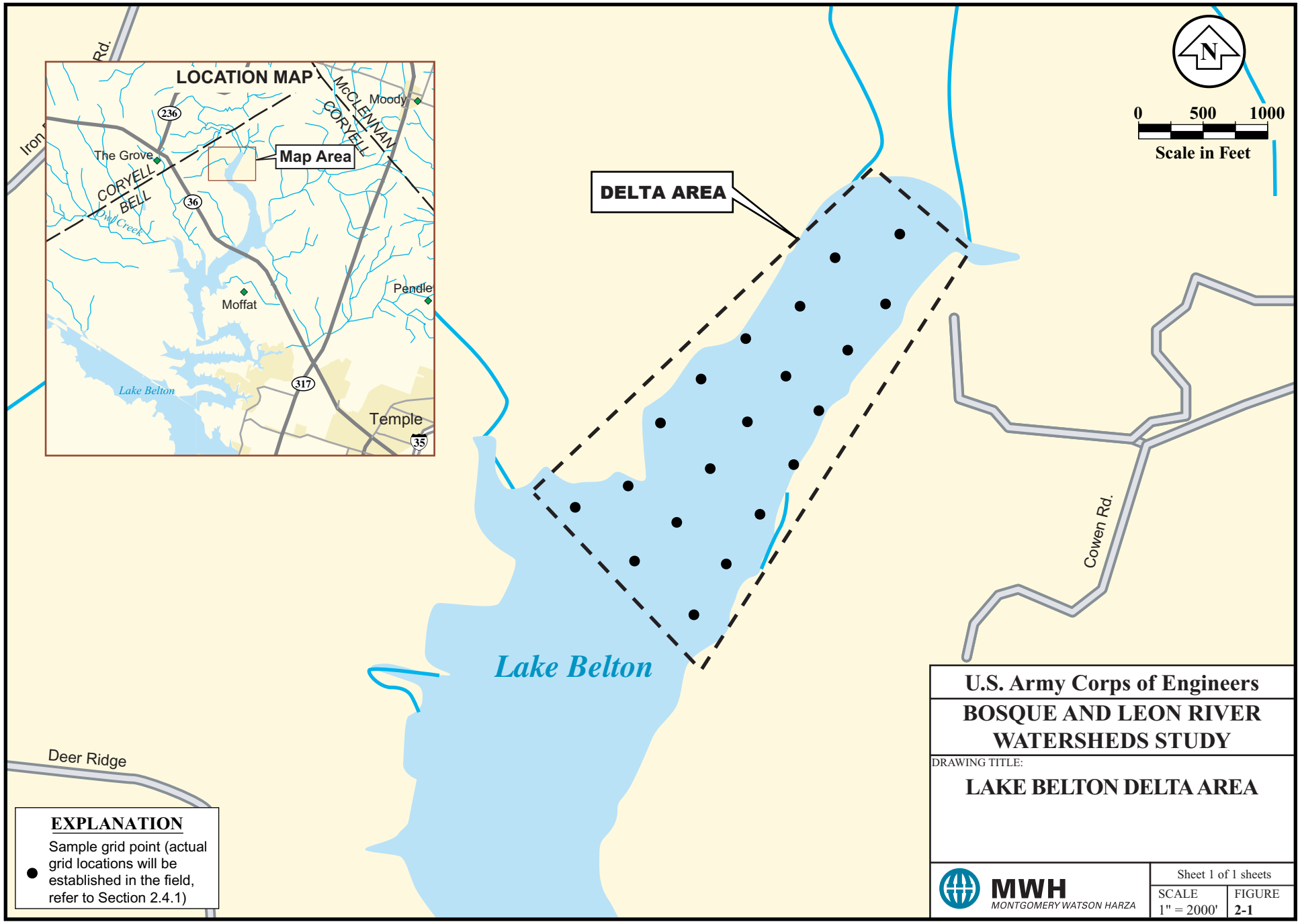PROJECT NO. *1970965.010103.ai 08/16/02 SLC*