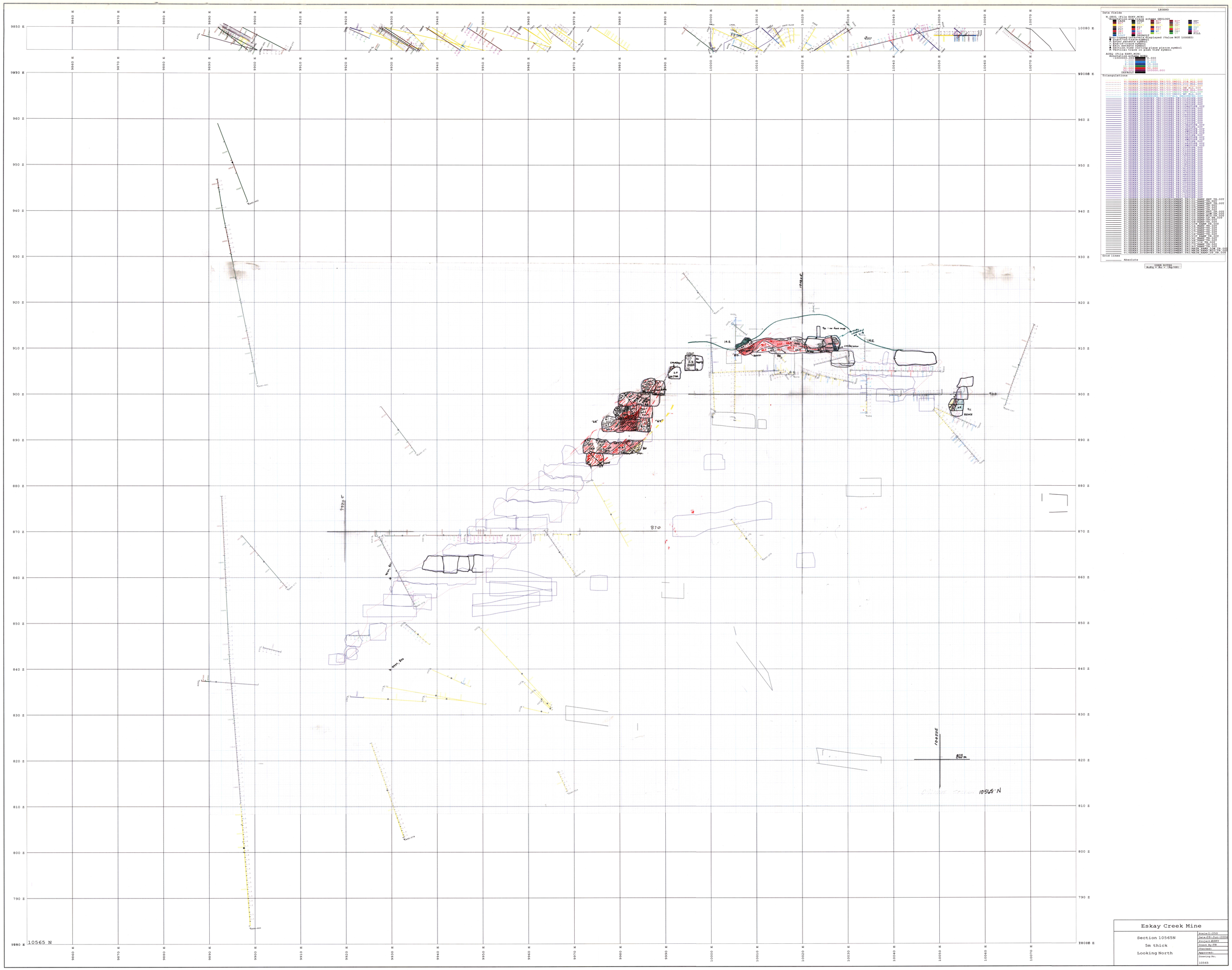2B 37 — 21B — June 9, 04 — [redacted] — 10565N