Form

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order-left-width: 1; border-right-width: 1; border-bottom-width: 1">1.Title of Security

(Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transaction Code

(Instr. 8)4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)7. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeVAmount(A) or (D)Price Units of Beneficial Interest12/17/2004 S 1,250 (1) D \$ 68 221,316 D (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | le and unt of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secun Bene Owno Follo Repo Trans (Instr |
|---|---|--------------------------------------|---------------------------------------|--|---------------------|--------------------|-----------------------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| reporting owner runner runners | Director | 10% Owner | Officer | Other | | | |
| ALPINE CAPITAL LP 201 MAIN ST STE 3100 FORT WORTH, TX 76102 | | X | | | | | |
| ALGENPAR INC 201 MAIN ST STE 3100 FORT WORTH, TX 76102 | | X | | | | | |
| CRANDALL J TAYLOR 2775 SAND HILL RD SUITE 220 MENLO PARK, CA 94025 | | X | | | | | |

Reporting Owners 1

BRUCE ROBERT W III 201 MAIN STREET STE 2500 FORT WORTH, TX 76102

X

Signatures

/s/ Robert W. Bruce III, Manager - Alpine
Capital, L.P.

12/20/2004

**Signature of Reporting Person Date

/s/ J. Taylor Crandall, Algenpar, Inc. 12/20/2004

**Signature of Reporting Person Date

/s/ Robert W. Bruce III 12/20/2004

**Signature of Reporting Person Date

/s/ J. Taylor Crandall 12/20/2004

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

J. Taylor Crandall ("Crandall") is the President and sole stockholder of Algenpar, Inc., a Texas corporation ("Algenpar"), which is one of (1) two general partners of Alpine Capital, L.P., a Texas limited partnership ("Alpine"), which is the direct beneficial owner of certain of the securities reported herein. Robert W. Bruce III ("Bruce") is the other general partner of Alpine.

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Crandall, Algenpar and Bruce are deemed to be beneficial owners of the shares beneficially owned by Alpine only to the extent of the greater of his or its respective direct

(2) or indirect interest in the profits or capital account of Alpine. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Bruce, Crandall or Algenpar is, for purposes of Section 16 or the Act or otherwise, the beneficial owner of any securities owned by Alpine in excess of such amount.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 2