

VIETH CHARLES E  
Form 4  
January 10, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VIETH CHARLES E

2. Issuer Name and Ticker or Trading Symbol  
PRICE T ROWE GROUP INC  
[TROW]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
100 E. PRATT STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/05/2006

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice President

BALTIMORE, MD 21202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 Ownership (Instr. 4)
				(A) or (D) Price			
			Code V	Amount	(D) Price		
Common Stock	12/30/2005		A V	45.359	A \$ 0 (1)	D	364,503.816

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIETH CHARLES E 100 E. PRATT STREET BALTIMORE, MD 21202			Vice President	

## Signatures

CHARLES E  
VIETH  
01/09/2006

\*\*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).
- (1) ESPP - Shares acquired on 11/30/2005 and 12/30/2005 pursuant to the T. Rowe Price Group, Inc. Employee Stock Purchase Plan. Shares purchased at \$72.4236 and \$71.7986 per share, respectively.

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.

ected at new industry standards could harm our business, financial condition and results of operations. These customer requirements might or might not be compatible with our current or future product offerings. We might not be successful in modifying our products and services to address these requirements and standards. For example, our competitors might develop competing technologies based on Internet Protocols, Ethernet Protocols or other protocols that might have advantages over our products. If this were to happen, our net revenue might not grow at the rate we anticipate, or could decline.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK** Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. We do not use derivative financial instruments for speculative or trading purposes. We place our investments in instruments that meet high credit quality standards, as specified in our investment policy. Information relating to quantitative and qualitative disclosure about market risk is set forth below and in "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources." **INTEREST RATE RISK** Our exposure to interest rate risk is limited to the exposure related to our cash and cash equivalents, marketable securities and our credit facilities, which is tied to market interest rates. As of

September 30, 2003 and June 30, 2003, we had cash and cash equivalents of \$8.9 million and \$7.3 million, respectively, which consisted of cash and short-term investments with original maturities of ninety days or less, both domestically and internationally. As of September 30, 2003 and June 30, 2003, we had marketable securities of \$4.6 million and \$6.8 million, respectively, consisting of obligations of U.S. Government agencies, state, municipal and county government notes and bonds. We believe our marketable securities will decline in value by an insignificant amount if interest rates increase, and therefore would not have a material effect on our financial condition or results of operations. FOREIGN CURRENCY RISK We sell products internationally. As a result, our financial results could be harmed by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. INVESTMENT RISK As of September 30, 2003 and June 30, 2003, we had a net investment of \$5.2 million and \$5.4 million, respectively, in Xanboo, a privately held company which can still be considered in the start-up or development stages. This investment is inherently risky as the market for the technologies or products they have under development are typically in the early stages and may never materialize. There is a risk that we could lose part or all of our investment. ITEM 4. CONTROLS AND PROCEDURES (a) Evaluation of disclosure controls and procedures. 28 Our chief executive officer and our chief financial officer, after evaluating our "disclosure controls and procedures" (as defined in Securities Exchange Act of 1934 (the "Exchange Act") Rules 13a-14(c) and 15-d-14(c)) as of a date (the "Evaluation Date") within 90 days before the filing date of this Quarterly Report on Form 10-Q, have concluded that as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. (b) Changes in internal controls. Prior to the evaluation date, we had identified material weaknesses in our disclosure controls and procedures and have taken corrective actions. In certain cases, we have identified disclosure control and procedural process improvements that have been implemented, and will continue to be implemented after the evaluation date. For example, we have revised our process controls that will facilitate timely Securities and Exchange Commission filings and have implemented additional training. We continue to study, plan, and implement process changes in anticipation of new requirements related to Sarbanes-Oxley legislation and SEC and Nasdaq rules. 29 PART II. OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS Intellectual Property From time to time we could encounter other disputes over rights and obligations concerning intellectual property. We cannot assume that we will prevail in intellectual property disputes regarding infringement, misappropriation or other disputes. Litigation in which we are accused of infringement or misappropriation might cause a delay in the introduction of new products, require us to develop non-infringing technology, require us to enter royalty or license agreements, which might not be available on acceptable terms, or at all, or require us to pay substantial damages, including treble damages if we are held to have willfully infringed. In addition, we have obligations to indemnify certain of our customers under some circumstances for infringement of third-party intellectual property rights. If any claims from third-parties were to require us to indemnify customers under our agreements, the costs could be substantial, and our business could be harmed. If a successful claim of infringement were made against us and we could not develop non-infringing technology or license the infringed or similar technology on a timely and cost-effective basis, our business could be significantly harmed. SEC Investigation The SEC is conducting a formal investigation of the events leading up to our restatement of our financial statements on June 25, 2002. The Department of Justice is also conducting an investigation concerning events related to this restatement. Class Action Lawsuits On May 15, 2002, Stephen Bachman filed a class action complaint entitled *Bachman v. Lantronix, Inc., et al.*, No. 02-3899, in the U.S. District Court for the Central District of California against us and certain of our current and former officers and directors alleging violations of the Securities Exchange Act of 1934 and seeking unspecified damages. Subsequently, six similar actions were filed in the same court. Each of the complaints purports to be a class action lawsuit brought on behalf of persons who purchased or otherwise acquired our common stock during the period of April 25, 2001 through May 30, 2002, inclusive. The complaints allege that the defendants caused us to improperly recognize revenue and make false and misleading statements about our business. Plaintiffs further allege that the defendants materially overstated our reported financial results, thereby inflating our stock price during our securities offering in July 2001, as well as facilitating the use of our common stock as consideration in acquisitions. The complaints have subsequently been consolidated into a single action and the court has appointed a lead plaintiff. The lead plaintiff filed a consolidated amended complaint on January 17, 2003. The amended complaint now purports to be a class action brought on behalf of persons who purchased or otherwise acquired our common stock during the period of August 4, 2000 through May 30, 2002,

inclusive. The amended complaint continues to assert that we and the individual officer and director defendants violated the 1934 Act, and also includes alleged claims that we and these officers and directors violated the Securities Act of 1933 arising from our Initial Public Offering in August 2000. We filed a motion to dismiss the additional allegations on March 3, 2003. The Court has taken the motion under submission. We have not yet answered the complaint, discovery has not commenced, and no trial date has been established. Derivative Lawsuit On July 26, 2002, Samuel Ivy filed a shareholder derivative complaint entitled *Ivy v. Bernhard Bruscha, et al.*, No. 02CC00209, in the Superior Court of the State of California, County of Orange, against certain of our current and former officers and directors. On January 7, 2003, the plaintiff filed an amended complaint. The amended complaint alleges causes of action for breach of fiduciary duty, abuse of control, gross mismanagement, unjust enrichment, and improper insider stock sales. The complaint seeks unspecified damages against the individual defendants on our behalf, equitable relief, and attorneys' fees. We filed a demurrer/motion to dismiss the amended complaint of February 13, 2003. The basis of the demurrer is that the plaintiff does not have standing to bring this lawsuit since plaintiff has never served a demand on our Board the our Board take certain actions on our behalf. On April 17, 2003, the Court overruled our demurrer. All defendants have answered the complaint and generally denied the allegations. Discovery has commenced, but no trial date has been established. Securities Claims and Employment Claims Brought by the Co-Founders of USSC On August 23, 2002, a complaint entitled *Dunstan v. Lantronix, Inc., et al.*, was filed in the Circuit Court of the State of Oregon, County of Multnomah, against us and certain of our current and former officers and directors by the cofounders of USSC. The complaint and subsequently filed arbitration demand alleged Oregon state law claims for securities violations, fraud, and negligence, as well as other claims related to our acquisition of USSC. Plaintiffs sought more than \$14.0 million in damages, interest, attorneys' fees, 30 costs, expenses, and an unspecified amount of punitive damages. The parties participated in a mediation on June 30, 2003, and subsequently reached an agreement to settle the dispute. Pursuant to the parties' settlement agreement, we released to the plaintiffs approximately \$400,000 in cash and 49,038 shares of our common stock that had been held in an escrow since December 2000 as part of the acquisition of USSC. On September 15, 2003, we also issued to the plaintiffs 1,726,703 additional shares of our common stock worth approximately \$1.5 million, which was recorded in our results of operations as litigation settlement costs for the year ended June 30, 2003. In exchange, the plaintiffs released all claims against all defendants. Employment Suit Brought by Former CFO and COO Steven Cotton On September 6, 2002, Steven Cotton, our former CFO and COO, filed a complaint entitled *Cotton v. Lantronix, Inc., et al.*, No. 02CC14308, in the Superior Court of the State of California, County of Orange. The complaint alleges claims for breach of contract, breach of the covenant of good faith and fair dealing, wrongful termination, misrepresentation, and defamation. The complaint seeks unspecified damages, declaratory relief, attorneys' fees and costs. Discovery has not commenced and no trial date has been established. We filed a motion to dismiss on October 16, 2002, on the grounds that Mr. Cotton's complaints are subject to the binding arbitration provisions in Mr. Cotton's employment agreement. On January 13, 2003, the Court ruled that five of the six counts in Mr. Cotton's complaint are subject to binding arbitration. The court is staying the sixth count, for declaratory relief, until the underlying facts are resolved in arbitration. No arbitration date has been set. Securities Claims Brought by Former Shareholders of Synergetic On October 17, 2002, Richard Goldstein and several other former shareholders of Synergetic filed a complaint entitled *Goldstein, et al v. Lantronix, Inc., et al* in the Superior Court of the State of California, County of Orange, against certain of our former officers and directors. Plaintiffs filed an amended complaint on January 7, 2003. The amended complaint alleges fraud, negligent misrepresentation, breach of warranties and covenants, breach of contract and negligence, all stemming from our acquisition of Synergetic. The complaint seeks an unspecified amount of damages, interest, attorneys' fees, costs, expenses, and an unspecified amount of punitive damages. On May 5, 2003, the Company answered the complaint and generally denied the allegations in the complaint. Discovery has commenced but no trial date has been established. Suit filed by Lantronix Against Logical Solutions, Inc. On March 25, 2003, we filed in Connecticut state court (Judicial District of New Haven) a complaint entitled *Lantronix, Inc. and Lightwave Communications, Inc. v. Logical Solutions, Inc., et. al*. This is an action for unfair and deceptive trade practices, unfair competition, unjust enrichment, conversion, misappropriation of trade secrets and tortious interference with contractual rights and business expectancies. We seek preliminary and permanent injunctive relief and damages. The individual defendants are all former employees of Lightwave Communications, a company that we acquired in June 2001. The Court held a non-jury trial October 10-17, 2003; closing arguments are set for November 14, 2003. Other From time to time, we are subject to other legal proceedings and claims in the ordinary course of business. We currently are not aware of any

such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, prospects, financial position, operating results or cash flows. Although we believe that the claims or any litigation arising therefrom will have no material impact on our business, all of the above matters are in either the pleading stage or the discovery stage, and we cannot predict their outcomes with certainty.

**ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS** On August 23, 2002, a complaint entitled Dunstan v. Lantronix, Inc., et al., was filed in the Circuit Court of the State of Oregon, County of Multnomah, against us and certain of our current and former officers and directors by the cofounders of USSC. The complaint and subsequently filed arbitration demand alleged Oregon state law claims for securities violations, fraud, and negligence, as well as other claims related to our acquisition of USSC. Plaintiffs sought more than \$14.0 million in damages, interest, attorney's fees, costs, expenses, and an unspecified amount of punitive damages. The parties participated in a mediation on June 30, 2003, and subsequently reached an agreement to settle the dispute. Pursuant to the parties' settlement agreement, we released to the plaintiffs approximately \$400,000 in cash and 49,038 shares of our common stock that had been held in an escrow since December 2000 as part of the acquisition of USSC. On September 15, 2003, we also issued to the plaintiffs 1,726,703 additional shares of our common stock worth approximately 31 \$1.5 million, which was recorded in our results of operations as litigation settlement costs for the year ended June 30, 2003. In exchange, the plaintiffs released all claims against all defendants. In January 2002, we entered into a two-year line of credit with a bank in an amount not to exceed \$20.0 million. Borrowings under the line of credit bear interest at either (i) the prime rate or (ii) the LIBOR rate plus 2.0%. We were required to pay a \$100,000 facility fee of which \$50,000 was paid upon the closing and \$50,000 was to be paid. We are also required to pay a quarterly unused line fee of .125% of the unused line of credit balance. Since establishing the line of credit, we have twice reduced the amount of the line, modified customary financial covenants, and adjusted the interest rate to be charged on borrowings to the prime rate plus .50%, and eliminated the LIBOR option. Effective July 25, 2003, we further modified this line of credit, reducing the revolving line to \$5.0 million, and adjusting the customary affirmative and negative covenants. We are also required to maintain certain financial ratios as defined in the agreement. The agreement has an annual revolving maturity date that renews on the effective date. The renewal \$50,000 facility fee was reduced to \$12,500 and was paid. Prior to any advances being made under the line of credit, the bank is required to complete a field examination to determine its borrowing base. To date, we have not borrowed against this line of credit. We are currently in compliance with the revised financial covenants of the July 25, 2003 amended line of credit. Pursuant to our line of credit, we are restricted from paying any dividends. We have secured two deposits totaling approximately \$365,000 under our line of credit.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES** None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS** None

**ITEM 5. OTHER INFORMATION** In accord with Section 10A(i)(2) of the Securities Exchange Act of 1934, as added by Section 202 of the Sarbanes-Oxley Act of 2002, the company is responsible for listing the non-audit services approved in the three months ended September 30, 2003, by the company's Audit Committee to be performed by the company's external auditor. Non-audit services are defined in the law as services other than those provided in connection with an audit or a review of the financial statements of the company. The Audit Committee did not engage the outside auditors in any non-audit related services in the three months ended September 30, 2003.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K** (a) Exhibits EXHIBIT NUMBER DESCRIPTION OF DOCUMENT -----

99.1 Certification of CEO Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

99.2 Certification of CFO Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K None.

32 SIGNATURES Pursuant to the requirements of the Securities Act of 1934, as amended, Lantronix has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on the 7th day of November, 2003.

LANTRONIX, INC. By: /s/ James W. Kerrigan ----- JAMES W. KERRIGAN ----- CHIEF FINANCIAL OFFICER

CERTIFICATION BY PRINCIPAL EXECUTIVE OFFICER I, Marc H. Nussbaum, certify that: 1. I have reviewed this quarterly report on Form 10-Q of Lantronix, Inc.; 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other

certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 10, 2003 /s/ Marc H. Nussbaum

\_\_\_\_\_ Marc H. Nussbaum Chief Executive Officer 33 CERTIFICATION BY PRINCIPAL FINANCIAL OFFICER I, James W. Kerrigan, certify that: 1. I have reviewed this quarterly report on Form 10-Q of Lantronix, Inc.; 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 10, 2003 /s/ James W. Kerrigan \_\_\_\_\_ James W. Kerrigan Chief Financial Officer 34

===== CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 I, Marc H. Nussbaum, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Lantronix, Inc. on Form 10-Q for the fiscal quarter ended September 30, 2003, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Lantronix, Inc. By: /s/ Marc H. Nussbaum ----- Name:

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Marc Nussbaum Title: Chief Executive Officer I, James W. Kerrigan, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Lantronix, Inc. on Form 10-Q for the fiscal quarter ended September 30, 2003, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Lantronix, Inc. By: /s/ James W. Kerrigan ----- Name: James W. Kerrigan Title: Chief Financial Officer 35