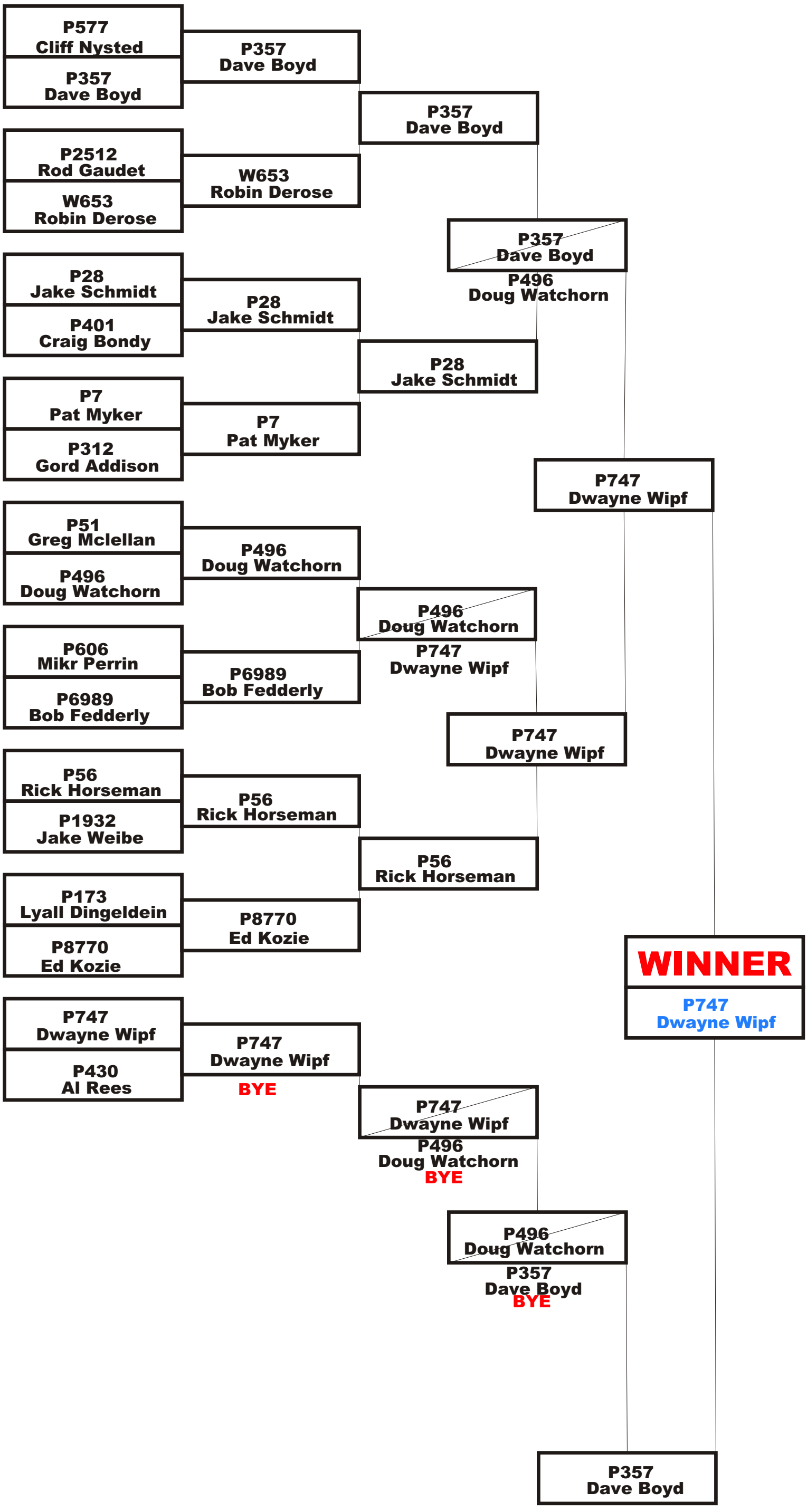CLASS PRO **DATE** MAY 25 2003