

UNDERWRITING

Goldman, Sachs & Co. and Salomon Smith Barney Inc. are acting as joint book-running managers, and together with Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as representatives, for the underwriters named below. Subject to the terms and conditions stated in the underwriting agreement dated the date hereof, each underwriter named below has severally agreed to purchase, and we have agreed to sell to such underwriter, the number of common shares set forth opposite the name of such underwriter.

<u>Underwriter</u>	<u>Number of Shares</u>
Goldman, Sachs & Co.	14,540,217
Salomon Smith Barney Inc.	14,540,217
Merrill Lynch, Pierce, Fenner & Smith Incorporated	8,321,001
Bear, Stearns & Co. Inc.	2,081,000
Credit Suisse First Boston Corporation	2,081,000
Donaldson, Lufkin & Jenrette Securities Corporation	2,081,000
Lehman Brothers Inc.	2,081,000
J.P. Morgan Securities Inc.	2,081,000
Morgan Stanley & Co. Incorporated	2,081,000
Banc of America Securities LLC	1,380,000
Chase Securities Inc.	1,380,000
Deutsche Bank Securities Inc.	1,380,000
UBS Warburg LLC	1,380,000
ABN AMRO Incorporated	386,000
A.G. Edwards & Sons, Inc.	386,000
Sanford C. Bernstein & Co., Inc.	386,000
Blaylock & Partners, L.P.	386,000
The Buckingham Research Group Incorporated	386,000
Credit Lyonnais Securities (USA) Inc.	386,000
ING Barings LLC	386,000
McDonald Investments Inc., A KeyCorp Company	386,000
Neuberger Berman, LLC	386,000
Wasserstein Perella Securities, Inc.	386,000
Wit Sound View Corporation	386,000
M.R. Beal & Company	211,000
Commerzbank Capital Markets Corporation	211,000
May Davis Group Inc.	211,000
Ramirez & Co. Inc.	211,000
Scotia Capital (USA) Inc.	211,000
Sturdivant & Co., Inc.	211,000
The Williams Capital Group, L.P.	211,000
Total	<u>61,130,435</u>

The underwriters are obligated to purchase all the common shares, other than those covered by the over-allotment option described below, if they purchase any of the common shares.

The underwriters propose to offer some of the shares directly to the public at the public offering price set forth on the cover page of this prospectus and some of the shares to certain dealers at the public offering price less a concession not in excess of \$0.96 per share. The underwriters may allow, and such dealers may reallow, a concession not in excess of \$0.10 per