

Edgar Filing: INTEGRA LIFESCIENCES HOLDINGS CORP - Form SC 13D/A

INTEGRA LIFESCIENCES HOLDINGS CORP
Form SC 13D/A
December 16, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

457985208

(CUSIP Number)

Stephen M. Vine, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
590 Madison Avenue
New York, New York 10022
(212) 872-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 13, 2005

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Continued on following page(s)
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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
- QUANTUM INDUSTRIAL PARTNERS LDC
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)
- a.
- b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
-
- 6 Citizenship or Place of Organization
- Cayman Islands
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 1,779,877 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 1,779,877 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
- 1,779,877
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
-
- 13 Percent of Class Represented By Amount in Row (11)
- 6.3%
- 14 Type of Reporting Person (See Instructions)
- OO; IV

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

QIH MANAGEMENT INVESTOR, L.P.
- 2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.
b.
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)

Not Applicable
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization

Delaware
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 1,779,877 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 1,779,877 |
| | 10 | Shared Dispositive Power 0 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,779,877
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
- 13 Percent of Class Represented By Amount in Row (11)

6.3%
- 14 Type of Reporting Person (See Instructions)

PN; IA

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- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

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QIH MANAGEMENT LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

- a.
- b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not Applicable

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

| | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 1,779,877 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 1,779,877 |
| | 10 | Shared Dispositive Power 0 |

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,779,877

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

6.3%

14 Type of Reporting Person (See Instructions)

OO

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1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

SOROS FUND MANAGEMENT LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

- a.

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b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not Applicable

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

| | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 1,779,877 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 1,779,877 |
| | 10 | Shared Dispositive Power 0 |

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,779,877

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented By Amount in Row (11)

6.3%

14 Type of Reporting Person (See Instructions)

OO; IA

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

GEORGE SOROS (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

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4 Source of Funds (See Instructions)

Not Applicable

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

[]

6 Citizenship or Place of Organization

United States

| | | |
|---|----|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7 | Sole Voting Power 2,249,900 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 2,249,900 |
| | 10 | Shared Dispositive Power 0 |

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,249,900

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[]

13 Percent of Class Represented By Amount in Row (11)

8.0%

14 Type of Reporting Person (See Instructions)

IA

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This Amendment No. 9 to Schedule 13D relates to shares of Common Stock, \$0.01 par value per share (the "Shares"), of Integra LifeSciences Holdings Corporation (the "Issuer"). This Amendment No. 9 supplementally amends the initial statement on Schedule 13D, dated April 8, 1999, and all amendments thereto (collectively, the "Initial Statement"), filed by the Reporting Persons. This Amendment No. 9 is being filed by the Reporting Persons to report that the number of Shares that the Reporting Persons may be deemed to beneficially own has decreased by more than one percent of the current amount of outstanding Shares, as disclosed in the Issuer's quarterly report on Form 10-Q filed on November 9, 2005. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is supplementally amended as follows.

Item 2. Identity and Background.

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

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- i) Quantum Industrial Partners LDC ("QIP");
- ii) QIH Management Investor, L.P. ("QIHMI");
- iii) QIH Management LLC ("QIH Management");
- iv) Soros Fund Management LLC ("SFM LLC") and
- v) Mr. George Soros ("Mr. Soros").

This Statement relates to Shares held for the accounts of QIP and SFM Domestic Investments LLC ("SFM Domestic Investments"). QIHMI is a minority shareholder of, and is vested with investment discretion with respect to portfolio assets held for the account of, QIP. The sole general partner of QIHMI is QIH Management. SFM LLC is the sole managing member of QIH Management. Mr. Soros is the Chairman of SFM LLC and the sole managing member of SFM Domestic Investments.

On December 27, 2002, Mr. Soros appealed a decision of the 11e Chambre du Tribunal Correctionnel in Paris, France that fined him 2.2 million euros on December 20, 2002 based on a finding of insider trading with respect to trading in securities of Societe Generale in 1988. On March 24, 2005, the Paris Court of Appeal affirmed the decision of the 11e Chambre du Tribunal Correctionnel. Mr. Soros has filed an appeal at the French Cour de Cassation where the matter is currently pending. Mr. Soros has elected to provide the foregoing information on a voluntary basis.

Item 5. Interest in Securities of the Issuer.

According to information provided by the Issuer in its most recent quarterly report on Form 10-Q, the number of Shares outstanding was 28,050,652 as of November 4, 2005.

(a) (i) Each of QIP, QIHMI, QIH Management and SFM LLC may be deemed the beneficial owner of 1,779,877 Shares (approximately 6.3% of the total number of Shares outstanding).

(ii) Mr. Soros may be deemed the beneficial owner of 2,249,900 Shares (approximately 8.0% of the total number of Shares outstanding). This number includes (A) 1,779,877

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Shares held for the account of QIP and (B) 470,023 Shares held for the account of SFM Domestic Investments.

(b) (i) Each of QIP, QIHMI, QIH Management and SFM LLC (by virtue of the QIP Contract) and Mr. Soros (as a result of his position with SFM LLC) may be deemed to have the sole power to direct the voting and disposition of the 1,779,877 Shares held for the account of QIP.

(ii) Mr. Soros in his capacity as the sole managing member of SFM Domestic Investments may be deemed to have the sole power to direct the voting and disposition of the 470,023 Shares held for the account of SFM Domestic Investments.

(c) Except for the transactions listed on Annex A hereto, all of which were effected in the over-the-counter market in routine brokerage transactions, there have been no transactions with respect to the Shares since November 23, 2005 (the date of filing of the Reporting Persons' last statement on Schedule

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13D) by any of the Reporting Persons.

(d) (i) The shareholders of QIP, including Quantum Industrial Holdings Ltd., a British Virgin Islands international business company, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of QIP in accordance with their ownership interests in QIP.

(ii) Certain members of SFM Domestic Investments have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of SFM Domestic Investments.

(e) Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: December 16, 2005

QUANTUM INDUSTRIAL PARTNERS LDC

By: /s/ Jodye M. Anzalotta

Jodye M. Anzalotta
Attorney-in-Fact

QIH MANAGEMENT INVESTOR, L.P.

By: QIH Management LLC,
its General Partner

By: Soros Fund Management LLC,
its Managing Member

By: /s/ Jodye M. Anzalotta

Jodye M. Anzalotta
Assistant General Counsel

QIH MANAGEMENT LLC

By: Soros Fund Management LLC,
its Managing Member

By: /s/ Jodye M. Anzalotta

Jodye M. Anzalotta
Assistant General Counsel

SOROS FUND MANAGEMENT LLC

By: /s/ Jodye M. Anzalotta

Jodye M. Anzalotta

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Assistant General Counsel

GEORGE SOROS

By: /s/ Jodye M. Anzalotta

 Jodye Anzalotta
 Attorney-in-Fact

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ANNEX A

RECENT TRANSACTIONS IN THE SECURITIES OF
 INTEGRA LIFESCIENCES HOLDINGS CORPORATION

| For the Account of ----- | Date of Transaction ----- | Nature of Transaction ----- | Number of Securities ----- | Price ----- |
|--|---------------------------------|-----------------------------------|----------------------------------|----------------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 446 | \$36.17 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 100 | \$36.18 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 304 | \$36.19 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 200 | \$36.20 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 100 | \$36.21 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 520 | \$36.22 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 1,088 | \$36.23 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 33 | \$36.24 |
| Quantum Industrial Partners LDC/SFM Domestic Investments | December 2, 2005 | Sale | 1,798 | \$36.25 |

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LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 1,200 \$36.26
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 2,740 \$36.27
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 5,055 \$36.28
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 2,610 \$36.29
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 15,452 \$36.30
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 554 \$36.31
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 1,067 \$36.32
 LDC/SFM Domestic Investments
 LLC /1/

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| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|---|---------------------|-----------------------|----------------------|---------|
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 1,862 | \$36.33 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 3,094 | \$36.34 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 100 | \$36.35 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 77 | \$36.37 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 2, 2005 | Sale | 133 | \$36.41 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments | December 2, 2005 | Sale | 867 | \$36.52 |

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LLC /1/

 Quantum Industrial Partners December 2, 2005 Sale 600 \$36.63
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 1,219 \$36.15
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 1,690 \$36.16
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 3,174 \$36.17
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 774 \$36.18
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 600 \$36.19
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 17,178 \$36.20
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 7,842 \$36.21
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 497 \$36.22
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 1,500 \$36.24
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 1,050 \$36.25
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 126 \$36.27
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 5, 2005 Sale 4,574 \$36.28
 LDC/SFM Domestic Investments
 LLC /1/

| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|--------------------|------------------------|--------------------------|-------------------------|-------|
| ----- | ----- | ----- | ----- | ----- |

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| | | | | |
|--|------------------|------|-------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 2,641 | \$36.29 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 8,741 | \$36.30 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 1,426 | \$36.31 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 100 | \$36.32 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 2,119 | \$36.35 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 505 | \$36.36 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 105 | \$36.37 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 400 | \$36.38 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 200 | \$36.39 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 8,869 | \$36.40 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 1,662 | \$36.41 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 8 | \$36.42 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 290 | \$36.44 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 5, 2005 | Sale | 10 | \$36.47 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 919 | \$35.90 |

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|--|------------------|------|-------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 4,439 | \$36.00 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 800 | \$36.01 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 800 | \$36.02 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 81 | \$36.03 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 390 | \$36.05 |

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| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|--|---------------------|-----------------------|----------------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 1,751 | \$36.06 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 1,310 | \$36.07 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 1,200 | \$36.08 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 835 | \$36.09 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 303 | \$36.10 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 643 | \$36.11 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 100 | \$36.12 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 432 | \$36.13 |

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| | | | | |
|--|------------------|------|-------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 380 | \$36.14 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 5,800 | \$36.15 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 4,488 | \$36.16 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 3,924 | \$36.17 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 1,767 | \$36.18 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 500 | \$36.19 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 400 | \$36.20 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 138 | \$36.21 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 300 | \$36.22 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 250 | \$36.23 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 1,000 | \$36.24 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 800 | \$36.25 |

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| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|--|------------------------|--------------------------|-------------------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 100 | \$36.26 |

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| | | | | |
|--|-------------------|------|--------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 100 | \$36.27 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 100 | \$36.29 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 489 | \$36.30 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 450 | \$36.32 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 211 | \$36.33 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 150 | \$36.35 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 200 | \$36.39 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 350 | \$36.40 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 6, 2005 | Sale | 100 | \$36.41 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 8, 2005 | Sale | 100 | \$36.00 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 12, 2005 | Sale | 31,347 | \$36.00 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 12, 2005 | Sale | 1,574 | \$36.01 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 12, 2005 | Sale | 20,408 | \$36.02 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 12, 2005 | Sale | 11,968 | \$36.03 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 12, 2005 | Sale | 7,600 | \$36.04 |
| Quantum Industrial Partners LDC/SFM Domestic Investments | December 12, 2005 | Sale | 6,767 | \$36.05 |

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LLC /1/

 Quantum Industrial Partners December 12, 2005 Sale 8,936 \$36.06
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 12, 2005 Sale 200 \$36.07
 LDC/SFM Domestic Investments
 LLC /1/

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| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|--|---------------------|-----------------------|----------------------|---------|
| ----- | ----- | ----- | ----- | ----- |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 12, 2005 | Sale | 1,200 | \$36.08 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 46,600 | \$36.00 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 9,600 | \$36.01 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 1,743 | \$36.02 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 1,400 | \$36.03 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 951 | \$36.04 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 4,396 | \$36.05 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 500 | \$36.06 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 649 | \$36.07 |
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 6,500 | \$36.08 |
| Quantum Industrial Partners LDC/SFM Domestic Investments | December 13, 2005 | Sale | 7,400 | \$36.09 |

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LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 1,274 \$36.10
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 3,543 \$36.11
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 3,001 \$36.12
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 800 \$36.13
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 7,667 \$36.14
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 6,542 \$36.15
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 3,096 \$36.16
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 5,464 \$36.17
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 1,837 \$36.18
 LDC/SFM Domestic Investments
 LLC /1/

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| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|---|---------------------|-----------------------|----------------------|---------|
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 1,200 | \$36.19 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 800 | \$36.20 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 13, 2005 | Sale | 226 | \$36.21 |
| ----- Quantum Industrial Partners LDC/SFM Domestic Investments | December 13, 2005 | Sale | 340 | \$36.22 |

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LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 400 \$36.23
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 1,385 \$36.24
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 40,248 \$36.25
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 11,445 \$36.26
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 115 \$36.27
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 9,189 \$36.28
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 16,411 \$36.29
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 1,600 \$36.30
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 1,500 \$36.32
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 2,878 \$36.33
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 200 \$36.34
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 13, 2005 Sale 100 \$36.35
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 14, 2005 Sale 38,487 \$36.00
 LDC/SFM Domestic Investments
 LLC /1/

 Quantum Industrial Partners December 14, 2005 Sale 700 \$36.01
 LDC/SFM Domestic Investments
 LLC /1/

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| For the Account of | Date of Transaction | Nature of Transaction | Number of Securities | Price |
|--|---------------------|-----------------------|----------------------|---------|
| Quantum Industrial Partners LDC/SFM Domestic Investments LLC /1/ | December 14, 2005 | Sale | 1,813 | \$36.02 |

/1/ For each of these transactions, approximately 79.11% of the shares of common stock, par value \$0.01 per share ("Shares"), sold were allocated from the account of Quantum Industrial Partners LDC and 20.89% of the Shares were allocated from the account of SFM Domestic Investments LLC. For all of these transactions an aggregate of 376,089 Shares were sold by QIP and 99,311 Shares were sold by SFM Domestic Investments.