DUBERSTEIN GARY K

Form 4

Shares, no

par value

November 04, 2004

November 04	4, 2004											
FORM	Ι Δ								PPROVAL	_		
	UNITEDS	STATES		RITIES A shington,			COMMISSION	OMB Number:	3235-0	287		
Check thi	ger STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERS						Expires:	January 2	31, 005		
subject to Section 1 Form 4 o	6.	1,21,01111 01	Estimated burden hor response	urs per	0.5							
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the l	Public Ut	ility Hold	ling Com		ge Act of 1934, f 1935 or Section 40	·				
(Print or Type F	Responses)											
							5. Relationship of Reporting Person(s) to Issuer					
<i>(</i> 7)	(Last) (First) (Middle) 3. Date of Earlies				. Date of Earliest Transaction			Check all applicable)				
(Last)								10% Owner				
110 E. 59TH	(Month/Day/Year) 11/02/2004				Officer (give titleX Other (specify below) below) 13D Group-10% Owner							
				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORI	K, NY 10022						Form filed by Person	More than One R	Reporting			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	ally Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4	posed of and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	Or (D) Price	(Instr. 3 and 4)					

Common		Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Shares, no par value						12,256	D	
Common Shares, no par value	11/02/2004	<u>J(1)</u>	60,000 (1)	A	<u>(1)</u>	1,059,670	I	By Greenbelt Corp.
Common						180 000	ī	By Greenway

180,000

I

Partners,

LP

Edgar Filing: DUBERSTEIN GARY K - Form 4

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired]
		•				(A) or]
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
							-	Date	Title	Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUBERSTEIN GARY K 110 E. 59TH STREET SUITE 3203 NEW YORK, NY 10022

13D Group-10% Owner

Signatures

/s/ Gary K.

Duberstein 11/04/2004

**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).
- (1) Includes 40,000 shares issuable on January 2, 2005 and 20,000 shares issuable on April 1, 2005 to Greenbelt Corp. for performance of services under a Consulting Agreement.

Remarks:

This filing shall not be deemed an admission that the undersigned is for purposes of Section 16 of the Securities Exchange Act Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: DUBERSTEIN GARY K - Form 4

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.