



Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
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)	Code	V	A	D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Unit Options - Right to Buy# O98-152	\$30.96	05/29/2007		A		60,000		05/29/2011	05/29/2017	Common Units	60,000	\$0	60,000	D <sup>(5)</sup>	

**Explanation of Responses:**

1. No consideration.
2. Includes common units granted to the Reporting Person that have restricted vesting dates.
3. These common units are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse is the trustee of the trust. The reporting person disclaims any beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
4. These common units are held in a trust for the benefit of one of the reporting person's children. The reporting person and the reporting person's spouse are co-trustees of the trust.
5. The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

Richard H. Bachmann,  
Attorney-in-Fact, on behalf of    05/30/2007  
Robert G. Phillips

\*\* Signature of Reporting Person                      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.