

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 6)*

Hansen Natural Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

411310105
(CUSIP Number)

Rodney C. Sacks
1010 Railroad Street
Corona, California 92882
(909) 739-6200

With a copy to:

Benjamin M. Polk, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

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

December 29, 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.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 in the remainder of this cover page shall not be deemed to be "filed" for 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).

(Page 1 of 15 Pages)

CUSIP No. 411310105

13D/A

Page 2 of 15 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)

Brandon Limited Partnership No. 1

(2) CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC (See Item 3)

(5) CHECK 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 (7) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 326,730

EACH (9) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER
326,730

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

326,730

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

1.4%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)

Brandon Limited Partnership No. 2

- (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)

WC (See Item 3)

- (5) CHECK 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 (7) SOLE VOTING POWER

0

SHARES

BENEFICIALLY (8) SHARED VOTING POWER

2,783,334

OWNED BY

EACH (9) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER

2,783,334

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

2,783,334

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- (13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

12.3%

- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)

Rodney Cyril Sacks

- (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)

PF (See Item 3)

- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

South Africa

NUMBER OF (7) SOLE VOTING POWER
SHARES 540,000

BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 4,930,064

EACH (9) SOLE DISPOSITIVE POWER
REPORTING 540,000

PERSON WITH (10) SHARED DISPOSITIVE POWER
4,930,064

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

5,470,064

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.7%

- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)

Hilton Hiller Schlosberg

- (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)

PF (See Item 3)

- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF	(7) SOLE VOTING POWER	462,194
SHARES		
BENEFICIALLY	(8) SHARED VOTING POWER	4,930,064
OWNED BY		
EACH	(9) SOLE DISPOSITIVE POWER	462,194
REPORTING		
PERSON WITH	(10) SHARED DISPOSITIVE POWER	4,930,064

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

5,392,258

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- (13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

23.4%

- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)

HRS Holdings, 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)

WC (See Item 3)

- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

0

SHARES

BENEFICIALLY (8) SHARED VOTING POWER

400,000

OWNED BY

EACH (9) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER

400,000

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

400,000

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- (13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

1.8%

- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS (ENTITIES ONLY)

Hilrod Holdings 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)

WC (See Item 3)

- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

0

SHARES

BENEFICIALLY (8) SHARED VOTING POWER

1,420,000

OWNED BY

EACH (9) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER

1,420,000

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

1,420,000

- (12) CHECK 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

INTRODUCTION

This Amendment No. 6 ("AMENDMENT NO. 6") amends the statement on Schedule 13D dated November 21, 1990 (the "ORIGINAL STATEMENT"), as amended by Amendment No. 1 dated March 29, 1991 ("AMENDMENT NO. 1"), Amendment No. 2 dated June 11, 1993 ("AMENDMENT NO. 2"), Amendment No. 3 dated August 29, 1994 ("AMENDMENT NO. 3"), Amendment No. 4 dated November 22, 2004 ("AMENDMENT NO. 4") and Amendment No. 5 dated December 1, 2004 ("Amendment No. 5")(the Original Statement, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and Amendment No. 6 are sometimes referred to herein collectively as this "STATEMENT ON SCHEDULE 13D"), relating to the common stock, par value \$.005 per share ("COMMON STOCK"), of Hansen Natural Corporation, a Delaware corporation (formerly known as Unipac Corporation) (the "COMPANY").

Any capitalized terms used in this Amendment No. 6 and not otherwise defined herein shall have the meanings ascribed to such terms in the Original Statement, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3 Amendment No. 4 and Amendment No. 5.

ITEM 4. PURPOSE OF TRANSACTION

ITEM 4 IS HEREBY AMENDED AND SUPPLEMENTED BY ADDING THE FOLLOWING:

In order to diversify a portion of Sacks' and Schlosberg' holdings through the partnership HRS Holdings, L.P., an affiliate of Sacks and Schlosberg ("HRS Holdings") currently plans to sell up to 200,000 shares of Common Stock over a period of approximately 12 months beginning in January 2006, pursuant to the 10b5-1 sales plan entered into on December 29, 2005 with Deutsche Bank Securities Inc. (the "Sales Plan"). A copy of the Sales Plan is being filed as an exhibit hereto and the foregoing description of the Sales Plan is qualified in its entirety by reference to the Sales Plan.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

ITEM 5 IS HEREBY AMENDED BY DELETING ITEM 5 IN ITS ENTIRETY AND INSERTING IN LIEU THEREOF THE FOLLOWING:

(a)-(b) As of the date hereof, the aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons is 5,932,258 shares, or 25.2% of the Common Stock.

As of the date hereof, Brandon No. 1 and Brandon No. 2 directly beneficially own 326,730 shares, or 1.4%, of the Common Stock and 2,783,334 shares, or 12.3%, of the Common Stock, respectively. Each of Brandon No. 1 and Brandon No. 2 has shared power to vote and dispose of all shares of the Common Stock that are directly beneficially owned by it.

As of the date hereof HRS Holdings and Hilrod Holdings L.P. ("Hilrod") directly beneficially own 400,000 shares or 1.8% of the Common Stock and 1,420,000 shares, or 6.3% of the Common Stock, respectively. Each of HRS Holdings and Hilrod has shared power to vote and dispose of all shares of the Common Stock that are directly beneficially owned by it.

As of the date hereof, Sacks beneficially owns an aggregate of 5,470,064 shares, or 23.7%, of the Common Stock, as follows:

NUMBER OF SHARES	NATURE OF BENEFICIAL OWNERSHIP	NATURE OF VOTING AND DISPOSITION POWER WITH RESPECT TO SUCH SHARES
80,000	Direct ownership of shares.	Sole power.
460,000	Direct ownership of shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof.	Sole power.
326,730	Indirect ownership through Brandon No. 1 as one of the general partners of Brandon No. 1.	May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 1.
2,783,334	Indirect ownership through Brandon No. 2 as one of the general partners of Brandon No. 2.	May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 2.
400,000	Indirect ownership through HRS Holdings as one of the general partners of HRS Holdings.	May be deemed to have shared power by virtue of his position as one of the general partners of HRS Holdings.
1,420,000	Indirect ownership through Hilrod as one of the general partners of Hilrod.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod.

As of the date hereof, Schlosberg beneficially owns an aggregate of 5,392,258 shares, or 23.4%, of the Common Stock, as follows:

NUMBER OF SHARES	NATURE OF BENEFICIAL OWNERSHIP	NATURE OF VOTING AND DISPOSITION POWER
2,194	Direct ownership of shares.	Sole power.
460,000	Direct ownership of shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof.	Sole power.
326,730	Indirect ownership through Brandon No. 1 as one of the general partners of Brandon No. 1.	May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 1.
2,783,334	Indirect ownership through Brandon No. 2 as one of the general partners of Brandon No. 2.	May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 2.
400,000	Indirect ownership through HRS Holdings as one of the general partners of HRS Holdings.	May be deemed to have shared power by virtue of his position as one of the general partners of HRS Holdings.
1,420,000	Indirect ownership through Hilrod as one of the general partners of Hilrod.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod.

Percentages calculated in this Schedule 13D with respect to Brandon No. 1, Brandon No. 2, HRS Holdings and Hilrod are based upon an aggregate of 22,607,128 shares of Common Stock outstanding as of December, 30 2005 (the "Aggregate Outstanding Shares"). Percentages calculated in this Schedule 13D with respect to each of Sacks and Schlosberg are based upon the Aggregate Outstanding Shares plus 460,000 shares of Common Stock issuable to such person upon exercise of options to purchase Common Stock. Percentages calculated in this Schedule 13D with respect to the Reporting Persons as a group are based upon the Aggregate Outstanding Shares plus 920,000 shares of Common Stock issuable to the Reporting Persons upon exercise of options to purchase Common Stock.

Each of the Reporting Persons disclaims beneficial ownership of the Common Stock held by the other Reporting Persons, except for (a) with respect to Schlosberg (i) 2,194 shares of Common Stock that he beneficially owns directly (ii) 460,000 shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof (iii) 200,000 shares held by HRS Holdings with respect to the limited partnership interests held by Schlosberg in HRS Holdings and (iv) 710,000 shares held by Hilrod with respect to limited partnership interests held by Schlosberg in Hilrod and (b) with respect to Sacks (i) 80,000 shares of Common Stock that he beneficially owns directly and (ii) 460,000 shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof (iii) 200,000 shares held by HRS Holdings with respect to the limited partnership interests held by Sacks in HRS Holdings and (iv) 710,000 shares held by Hilrod with respect to limited partnership interests held by Sacks in Hilrod.

c) Following are transactions in the Company's securities effected by the Reporting Persons since the last transaction disclosed in Amendment No. 5:

DATE	NUMBER OF SHARES OF COMMON STOCK	A/D	PRICE PER SHARE	WHERE AND HOW THE TRANSACTION WAS EFFECTED
BRANDON NO. 1				
3/28/05	1,700	D	\$ 60.00	Shares sold on open market
3/29/05	20,850	D	\$ 60.00	Shares sold on open market
3/29/05	5,000	D	\$ 59.80	Shares sold on open market
3/31/05	1,000	D	\$ 60.27	Shares sold on open market
3/31/05	2,300	D	\$ 60.26	Shares sold on open market
3/31/05	1,000	D	\$ 60.25	Shares sold on open market
3/31/05	300	D	\$ 60.22	Shares sold on open market
3/31/05	300	D	\$ 60.17	Shares sold on open market
3/31/05	2,600	D	\$ 60.16	Shares sold on open market
3/31/05	2,100	D	\$ 60.15	Shares sold on open market
3/31/05	1,790	D	\$ 60.12	Shares sold on open market
3/31/05	3,100	D	\$ 60.11	Shares sold on open market
3/31/05	8,650	D	\$ 60.10	Shares sold on open market
3/31/05	2,450	D	\$ 60.08	Shares sold on open market
3/31/05	300	D	\$ 60.07	Shares sold on open market
3/31/05	3,830	D	\$ 60.06	Shares sold on open market
3/31/05	10,058	D	\$ 60.05	Shares sold on open market
3/31/05	100	D	\$ 60.04	Shares sold on open market
3/31/05	3,400	D	\$ 60.03	Shares sold on open market
3/31/05	4,700	D	\$ 60.02	Shares sold on open market
3/31/05	100	D	\$ 60.01	Shares sold on open market
3/31/05	27,892	D	\$ 60.00	Shares sold on open market
3/31/05	1,100	D	\$ 59.97	Shares sold on open market
3/31/05	2,100	D	\$ 59.91	Shares sold on open market
3/31/05	8,856	D	\$ 59.90	Shares sold on open market
3/31/05	3,461	D	\$ 59.65	Shares sold on open market
3/31/05	5,420	D	\$ 59.60	Shares sold on open market
3/31/05	10,000	D	\$ 59.50	Shares sold on open market
8/8/05	163,365	A	N/A	Stock dividend issued by the Company

BRANDON NO. 2

6/30/05	200,000	D	N/A	Shares distributed to limited partners of Brandon No. 2 in accordance with the terms of its partnership agreement.
8/8/05	1,391,667	A	N/A	Stock dividend issued by the Company

RODNEY SACKS

8/8/05	495,000	A	N/A	Stock dividend issued by the Company
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HILTON SCHLOSBERG

8/8/05 456,097 A N/A Stock dividend issued by the Company

* "A" means an acquisition of securities and "D" means a disposition of securities.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Schedule 13D is hereby supplemented by the following:

The Sales Plan is incorporated by reference into this Item 6.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Joint Filing Agreement dated January 5, 2006.
2. Advanced Instruction to Sell Common Stock, dated December 29, 2005 between Deutsche Bank Securities Inc. and HRS Holdings, L.P.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 5, 2006

BRANDON LIMITED PARTNERSHIP NO. 1

By: /s/ Rodney C. Sacks

Name: Rodney C. Sacks
Title: General Partner

BRANDON LIMITED PARTNERSHIP NO. 2

By: /s/ Rodney C. Sacks

Name: Rodney C. Sacks
Title: General Partner

HRS HOLDINGS, L.P.

By: /s/ Hilton H. Schlosberg

Name: Hilton H. Schlosberg
Title: General Partner

HILROD HOLDINGS, L.P.

By: /s/ Hilton H. Schlosberg

Name: Hilton H. Schlosberg
Title: General Partner

/s/ Rodney C. Sacks

RODNEY C. SACKS

/s/ Hilton H. Schlosberg

HILTON H. SCHLOSBERG

EXHIBIT INDEX

1. Joint Filing Agreement dated January 5, 2006.
2. Advanced Instruction to Sell Common Stock, dated December 29, 2005 between Deutsche Bank Securities Inc. and HRS Holdings, L.P.

JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated as of January 5, 2006

BRANDON LIMITED PARTNERSHIP NO. 1

By: /s/ Rodney C. Sacks

Name: Rodney C. Sacks
Title: General Partner

BRANDON LIMITED PARTNERSHIP NO. 2

By: /s/ Rodney C. Sacks

Name: Rodney C. Sacks
Title: General Partner

HRS HOLDINGS, L.P.

By: /s/ Hilton H. Schlosberg

Name: Hilton H. Schlosberg
Title: General Partner

HILROD HOLDINGS, L.P.

By: /s/ Hilton H. Schlosberg

Name: Hilton H. Schlosberg
Title: General Partner

/s/ Rodney C. Sacks

RODNEY C. SACKS

/s/ Hilton H. Schlosberg

HILTON H. SCHLOSBERG

ADVANCED INSTRUCTION TO SELL COMMON STOCK

TO: DEUTSCHE BANK SECURITIES INC. ("DBSI"), ACTING IN ITS INDIVIDUAL CAPACITY AND/OR AS AGENT FOR DEUTSCHE BANK AG, LONDON BRANCH ("DBAG")

DATED: DECEMBER 28, 2005

ACCOUNT NUMBER:

I am a holder of shares, or options to acquire shares, of the common stock of Hansen Natural Corporation (the "Company" and the "Shares"). I would like to sell Shares in order to diversify my portfolio pursuant to this instruction (the "Instruction"). I also wish to take advantage of SEC Rule 10b5-1, which provides for an affirmative defense from insider trading liability for purchases and sales effected pursuant to a contract, instruction or plan entered into when a person is not aware of any material nonpublic information. I have confirmed with my own legal advisors and with corporate counsel that I am eligible to sell under the safe harbor provisions, understand my ongoing obligations under such provisions, and am not relying upon any advice of DBSI or its affiliates with regard thereto. While this Instruction is in effect, I agree not to enter into or alter any corresponding or hedging transaction or position with respect to the securities covered by this Instruction and agree not to alter or deviate from, or attempt to exercise any influence over how, when or whether transactions are executed pursuant to, the terms of this Instruction.

I hereby instruct DBSI to sell up to 200,000 Shares in the days in which the primary market for the Company's stock is open in accordance with the conditions set out below. This Instruction shall be valid and binding for the period from January 1, 2006 to December 31, 2006, inclusive, and may not be revoked unless in writing, which revocation shall be effective 2 business days after it is received by DBSI or DBAG, as appropriate, pursuant to the contact information listed below.

I wish to sell Shares using a Variable Delivery Forward contract (the "VDF"). In connection therewith, I have executed, or will execute before this instruction shall be deemed effective, a Forward Purchase Contract, and the associated Pledge and Security Annex and Account Control Agreement (the "VDF Contract") with DBAG. This letter constitutes an offer by me to DBAG to enter into a VDF upon the terms listed in the VDF Contract and the following terms:

1. A maximum of 200,000 Shares may be sold under the following conditions:
 - a) If the stock price is equal to at least \$85.00, I wish to sell one-half (50%) of my then available Shares (available Shares equals the then current number of Shares net of any previous outright sales under this plan).
 - b) If the stock price is equal to or greater than \$88.00, I wish to sell all of my then available Shares (available Shares equals the then current number of Shares net of any sales under trigger (a) and/or previous outright sales under this plan).
2. No fewer than 25,000 Shares may be sold in a VDF sale.
3. If, at any time, the quantity of Shares to be sold in 1 would cause me to exceed the volume limitations as provided under Rule 144 of the Exchange Act, as determined by DBSI in its sole discretion, DBSI shall cease any sales until such time that the Shares to be sold under this Instruction would not exceed the volume limitations of Rule 144, as determined by DBSI in its sole discretion.
4. The Floor Level shall be equal to 100%.
5. The Threshold Level shall equal 130%.
6. The Valuation Dates of each VDF shall begin 1 year from Trade Date and continue for the next two trading days, with a third of the VDF expiring on each date.
7. The Purchase Price or advance rate of each VDF shall not be less than 87.50%.
8. Notwithstanding the terms contained herein, DBAG may accept or reject any

offer in whole or in part and shall have sole discretion as to the number of VDFs executed, the Trade Date of each VDF, and the number of Shares allocated to each VDF.

If the above conditions cannot be met, I wish to sell outright up to 150,000 shares per calendar month, up to a total of 200,000 Shares upon the following terms:

1. If the stock price is equal to at least \$86, sell up to 25,000 shares.
2. If the stock price is equal to at least \$87, sell up to an additional 25,000 shares.
3. If the stock price is equal to at least \$89, sell up to an additional 25,000 shares.
4. If the stock price is equal to at least \$91, sell up to an additional 25,000 shares.
5. If the stock price is equal to at least \$93, sell up to an additional 25,000 shares.
6. If the stock price is equal to at least \$95, sell up to an additional 25,000 shares.
7. If, at any time, the quantity of Shares to be sold in 1, 2, 3, 4, 5, or 6 would cause me to exceed the volume limitations as provided under Rule 144 of the Exchange Act, as determined by DBSI in its sole discretion, DBSI shall cease any sales until such time that the Shares to be sold under this Instruction would not exceed the volume limitations of Rule 144, as determined by DBSI in its sole discretion.
8. Notwithstanding the terms contained herein, DBAG may accept or reject any offer in whole or in part and shall have sole discretion as to the timing and the number of shares sold.

Any and all representations in the VDF Contracts and the VDF confirmation are incorporated herein and made as of the date hereof, and such representations shall be deemed repeated each day that this Instruction is in effect. Once the conditions above have been met I shall be responsible for performance under the VDF Contract and the VDF confirmation (which confirmation I agree to execute and return promptly) to the extent DBAG has executed any VDFs.

You are authorized to make deliveries of securities and payment of moneys in accordance with your normal practice. All Shares to be sold shall have been previously deposited into my account, and you shall not be required to follow this Instruction if Shares are not present in my account (or acceptable arrangements to deliver option Shares have not been made) prior to the dates on which sales shall occur. The share amount listed above shall be increased or decreased to reflect stock splits or any other event with dilutive or concentrative effects should they occur. I understand that I shall be responsible to arrange for any filings that may be required under applicable law (e.g., Form 144, Schedule 13D, and Forms 4 and 5), and that I may be subject to the short swing profit rules contained in Section 16 of the Securities Exchange Act of 1934. This authorization does not otherwise relieve me of any responsibilities hereunder or under any applicable law.

All sales shall be effected in your normal fashion in accordance with your terms and conditions for my account and risk. You may act as principal in any transaction hereunder. I hereby ratify and confirm any and all transactions with you in accordance with this Instruction. I also agree to indemnify and hold DBSI and its affiliates harmless from and to pay DBSI and its affiliates promptly on demand any and all losses arising from its reasonable interpretation and performance of this Instruction. DBSI and its affiliates shall not be liable for the taking of any action or the omission to take any action hereunder except for actions or omissions that are a result of bad faith and gross negligence.

I am not presently aware of any material nonpublic information regarding the Company or its common stock, and covenant that I will not discuss or otherwise disclose material nonpublic information to my investment representative or any other of your personnel responsible for carrying out this Instruction. I certify that this Instruction does not violate or conflict with any law, regulation, employment plan, policy, contract, judgment, order, decree or undertaking applicable to me or to which I am a party, and agree to notify you if this representation is no longer accurate.

This Instruction shall be governed by the laws of New York. This Instruction shall not be effective until DBSI or DBAG, as appropriate, confirms its acceptance in writing by signing below. DBSI or DBAG may decline to act hereunder in their sole discretion upon reasonable notice.

/s/ Hilton H. Schlosberg	12/29/05
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HRS HOLDINGS	DATE
HILTON H. SCHLOSBERG	

Accepted
Deutsche Bank AG London
c/o Deutsche Bank Securities Inc.
60 Wall Street
MS NYC60-0447
New York, NY 10005
212-250-4940 phone
732-578-2641 fax

/s/ Steve Perricone

By:

/s/ Jeremy Levine

By: