

Friesen Jason T  
 Form 4  
 February 27, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Friesen Jason T

2. Issuer Name and Ticker or Trading Symbol  
 CAREER EDUCATION CORP  
 [CECO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2895 GREENSPPOINT PARKWAY,  
 SUITE 600  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/25/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Treasurer

HOFFMAN ESTATES, IL 60169

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2009		A		5,153 <u>(1)</u>	A	\$ 0 16,403

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

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SEC 1474  
 (9-02)

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

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.15	02/25/2009		A	8,032	(2) 02/25/2019	Common Stock	8,032

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friesen Jason T 2895 GREENSPPOINT PARKWAY, SUITE 600 HOFFMAN ESTATES, IL 60169			SVP, Treasurer	

Signatures

Gail B. Rago, pursuant to Power of Attorney  
 02/26/2009  
 \*\*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) This grant of restricted stock was approved by the Compensation Committee of the Company's Board of Directors on February 25, 2009. This number represents the maximum number of shares that could become vested assuming full satisfaction of all vesting requirements.
- (2) Exercisable in four equal annual installments on each of February 25, 2010, 2011, 2012 and 2013.

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

License

\$

1,295

\$

1,250

\$

1,493

\$

2,697

\$

1,575

Explanation of Responses:

3

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\$

1,662

\$

1,300

\$

1,149

Service

1,147

892

984

928

1,118

962

Explanation of Responses:

4

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	1,082
	933
Product	
	28
	58
	58
	52
	35
	69
	71
Explanation of Responses:	5





Cost of Revenues:

License

Explanation of Responses:



266

261

203

186

187

42

42

52

Service

548

Explanation of Responses:

9

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468

531

569

639

691

744

542

Product

13

25

Explanation of Responses:

10



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Total cost of revenues

827

754

759

780

859

832

894

Explanation of Responses:

12





Operating expenses:

Research and development

1,387

Explanation of Responses:

15

1,394

1,377

1,690

1,452

1,220

1,192

1,247

Sales and marketing

1,824

1,943

Explanation of Responses:

16



1,974

1,776

1,707

1,530

1,421

1,417

General and administrative

1,103

1,054

1,279

Explanation of Responses:

17



Total operating expenses

4,314

4,391

4,630

4,755

4,179

3,730

3,791

3,872



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)	(2,310
)	(1,869
)	(2,232
)	(2,305
Interest and other income	
	75
	81
	68
	62
	71
Explanation of Responses:	21



)	(2,864
)	(2,786
)	(1,796
)	(2,239
)	(1,763
)	(2,112
)	(2,207
Provision (benefit) for income taxes	
)	(108
)	9





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Net loss

\$ (2,488

)

\$ (2,873

)

\$ (2,800

)

\$ (1,812

)

\$ (2,270

)

\$ (1,767

)

\$ (2,126

)

\$ (2,225

Explanation of Responses:

)

[Redacted content]

Net loss per share, basic and diluted

\$

(0.13)

)

\$

(0.15)

)

\$

(0.15)

)

\$

(0.10

)

\$

(0.13

)

\$

(0.11

)

\$

(0.13

)

\$

(0.14

)

**SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS**  
**For the Years Ended December 31, 2005, 2004 and 2003**  
(in thousands)

Description	Allowance for Doubtful Accounts	Inventory Reserve
Year ended December 31, 2003:		
Balance at beginning of fiscal year	\$ 12	\$
Addition/charged to costs expenses	50	
Recoveries	(34)	
Balance at end of fiscal year	\$ 28	\$
Year ended December 31, 2004:		
Balance at beginning of fiscal year	\$ 28	\$
Addition/charged to costs expenses	12	120
Recoveries	(28)	
Balance at end of fiscal year	\$ 12	\$ 120
Year ended December 31, 2005:		
Balance at beginning of fiscal year	\$ 12	\$ 120
Addition/charged to costs expenses	25	
Recoveries	(12)	(60)
Balance at end of fiscal year	\$ 25	\$ 60

**Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

(a) **Evaluation of disclosure controls and procedures.** We maintain disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Annual Report on Form 10 K, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

(b) **Changes in internal controls.** There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with the evaluation described in Item 9A(a) above that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

Not applicable.

## PART III

**Item 10. Directors and Executive Officers of the Registrant**

The information required by this item (with respect to Directors) is incorporated by reference from the information under the caption Election of Directors contained in the Company's Proxy Statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the Company's 2006 Annual Meeting of Stockholders to be held on May 11, 2006 (the Proxy Statement). Certain information required by this item concerning executive officers is set forth in Part I of this Report under the caption Executive Officers of the Registrant.

Item 405 of Regulation S-K calls for disclosure of any known late filing or failure by an insider to file a report required by Section 16(a) of the Exchange Act. This information is contained in the section called Other Information Section 16(a) Beneficial Ownership Reporting Compliance in the Proxy Statement and is incorporated herein by reference.

The Company has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The members of the Audit Committee are Richard C. Yonker (Chairperson), Gregg Adkin and Randall A. Hughes. All of such members meet the independence standards established by The Nasdaq Stock Market for serving on an audit committee. SEC regulations require the Company to disclose whether a director qualifying as an audit committee financial expert serves on the Company's Audit Committee. The Company's Board of Directors has determined that Mr. Yonker qualifies as an audit committee financial expert within the meaning of such regulations.

The Company's Board of Directors adopted a Code of Business Conduct for all of its directors, officers and employees on January 22, 2004. The Company's Code of Business Conduct is available on the Company's website at [www.logicvision.com/lv\\_corporate-governance.htm](http://www.logicvision.com/lv_corporate-governance.htm). To date, there have been no waivers under the Company's Code of Business Conduct. The Company will post any waivers, if and when granted, under its Code of Business Conduct on the Company's website at [www.logicvision.com/lv\\_corporate-governance.htm](http://www.logicvision.com/lv_corporate-governance.htm).

**Item 11. Executive Compensation**

The information required by this item is incorporated by reference from the information under the captions Election of Directors Compensation of Directors, Executive Compensation, and Election of Directors Compensation Committee Interlocks and Insider Participation contained in the Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item with respect to security ownership of certain beneficial owners and management is incorporated by reference from the information under the caption Security Ownership of Certain Beneficial Owners and Management contained in the Proxy Statement.

**Equity Compensation Plan Information**

The following table sets forth certain information regarding the Company's equity compensation plans as of December 31, 2005:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders:			
1994 and 2000 Stock Option Plan	4,349,673	\$ 3.56	763,752(1)
2000 Employee Stock Purchase Plan			107,439(2)

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	4,349,673	3.56	871,191
Equity compensation plans not approved by security holders	7,500(3)	5.00	
<b>Total</b>	<b>4,357,173</b>	<b>\$ 3.56</b>	<b>871,191</b>

56

- 
- (1) Consists of the number of shares reserved for issuance under the Company's 2000 Stock Incentive Plan. The number of shares reserved for issuance under the Company's 2000 Stock Incentive Plan will be increased on the first day of each of the Company's fiscal years from 2002 to 2010 by the lesser of 750,000 shares, 3.5% of the outstanding shares of the Company's common stock on that date or a lesser amount determined by the Company's Board of Directors. Stock options, restricted stock, restricted stock units or stock appreciation rights may be awarded under the 2000 Plan.
  - (2) Consists of the number of shares available for sale pursuant to the Company's 2000 Employee Stock Purchase Plan. Shares of common stock will be purchased at a price equal to 85% of the fair market value per share of common stock on either the first day preceding the offering period or the last date of the offering period, whichever is less. The number of shares reserved for issuance will be increased on the first day of each fiscal year, commencing in 2002, by the lesser of 125,000 shares, 1% of the outstanding common stock on that date, or such lesser number of shares as is determined by the Board of Directors.
  - (3) Consists of non-qualified options granted outside of the Company's 1994 Flexible Stock Incentive Plan in 1995 and 2000. The material features of the outstanding options which were granted outside of the 1994 Plan are as follows:

**2000 Non-plan Option Grants.** In August 2000, an option to purchase 7,500 shares of common stock was granted to Richard C. Black, a member of the Company's Board of Directors, at an exercise price of \$5.00 per share, which price was not less than the per share fair market value on the date of grant as determined by the Board of Directors. The option is fully vested, has a ten year term, is subject to earlier termination, and includes provisions to adjust for any change in the Company's common stock through merger, recapitalization, stock split or other change in the capital structure of the Company to preserve but not increase the benefits to the optionee.

**Item 13. Certain Relationships and Related Transactions**

The information required by this item is incorporated by reference from the information contained under the caption "Certain Relationships and Related Party Transactions" contained in the Proxy Statement.

**Item 14. Principal Accountant Fees and Services**

The information required by this item is incorporated by reference from the information contained under the caption "Ratification of Independent Accountants' Principal Accountant Fees and Services" and "Ratification of Independent Accountants' Pre-Approval Policies and Procedures" contained in the Proxy Statement.



**PART IV****Item 15. Exhibits and Financial Statement Schedules****(a) Documents filed as part of this report:**

- (1) Financial Statements

See Index under Item 8.

- (2) Financial Statement Schedule

See Index under Item 8.

- (3) Exhibits

See Item 15(b) below. Each compensatory plan required to be filed has been identified.

**(b) Exhibits.**

Exhibit Number	Description of Document
2.1	Agreement and Plan of Merger, dated as of October 13, 2004, by and among the Company, Signal Acquisition Corporation and SiVerion, Inc. (incorporated by reference to the exhibit of the same number to the Company's Current report on Form 8-K filed with the Commission on November 10, 2004).
3(i)	Restated Certificate of Incorporation (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).
3(ii)	Bylaws of the Company, amended as of October 16, 2003 (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
4.1	Form of Common Stock Certificate (incorporated by reference to the exhibit of the same number to Amendment No. 8 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
4.2	Form of Warrant to Purchase Shares of Common Stock (incorporated by reference to Exhibit 4.4 to Amendment No. 5 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
4.3	Form of Extinguishing Warrant to Purchase Shares of Common Stock (incorporated by reference Exhibit 4.5 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
4.6#	Form of Stock Option Agreement (incorporated by reference to Exhibit 4.8.2 to Amendment No. 6 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.1.1#	Form of agreements under the 1994 Flexible Stock Incentive Plan (incorporated by reference to the exhibit of the same number to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.1.2#	1994 Flexible Stock Incentive Plan, as amended (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 (File No. 333-74336)).
10.2.1#	Amended and Restated 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004).
10.2.2#	Amendments Nos. 1 and 2 and Addendum to Amended and Restated 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2003).
10.2.3#	Form of agreement under the 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2003).

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10.3#

Form of Indemnification Agreement between the Registrant and its officers and directors (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).

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Exhibit Number	Description of Document
10.4	Sixth Amended and Restated Registration Rights Agreement dated as of January 28, 2000 (incorporated by reference to the exhibit of the same number to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.5	Lease, dated as of August 13, 1998, by and between Spieker Properties, L.P. and the Company (incorporated by reference to the exhibit of the same number to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.6.1	Extension Agreement, dated as of January 17, 2000, by and between Spieker Properties, L.P. and the Company (incorporated by reference to Exhibit 10.6 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.6.2	Second Amendment, dated as of January 23, 2004, to Lease Agreement dated August 13, 1998 by and between CA-Metro Plaza, as successor in interest to Spieker Properties, L.P., and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
10.6.3	Third Amendment, dated as of May 7, 2004, by and between CA-Metro Plaza, as successor in interest to Spieker Properties, L.P., and the Company (incorporated by reference to the exhibit of the same number to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004).
10.7.1	Agreement, dated as of September 14, 1992, between Northern Telecom Limited and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
10.7.2	Amendment, dated as of October 1, 1993, to the Agreement between Northern Telecom Limited and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
10.7.3	Amendment, dated as of January 11, 1994, to the Agreement between Northern Telecom Limited and the Company (incorporated by reference to the exhibit of the same number to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.7.4	Amendment, dated as of March 20, 2001, to the Agreement between Nortel Networks Limited (formerly Northern Telecom Limited) and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
10.8#	Amended and Restated 2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2004).
10.8.1#	Amendment, dated February 18, 2005, to the Amended and Restated 2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005).
10.10.1	Amended and Restated Loan Agreement, dated as of February 11, 2003, by and between Comerica Bank California and the Company (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
10.10.2	Amendment, dated August 26, 2003, to Loan Agreement between Comerica Bank California and the Company (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003).
10.10.3	Amended and Restated Loan Agreement, dated as of February 11, 2004, by and between Comerica Bank California and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
10.10.4	Second Amendment, dated as of January 31, 2005, to Second Amended and Restated Loan Agreement by and between Comerica Bank California and the Company (incorporated by reference to the exhibit of the same number to the Company's Current Report on Form 8-K filed with the Commission on February 4, 2005).

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Exhibit Number	Description of Document
10.10.5	Third Amendment to the Second Amended and Restated Loan Agreement, dated February 9, 2006, by and between Comerica Bank and the Company (incorporated by reference to the Company's Current Report on Form 8-K filed with the Commission on February 10, 2006).
10.12	Registration Rights Agreement, dated as of November 5, 2004, by and among LogicVision, Inc. and the former stockholders of SiVerion, Inc. listed therein (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Commission on November 10, 2004).
10.13	Letter agreement, dated November 23, 2005, between Company and Dr. Vinod K. Agarwal (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on December 2, 2005).
10.14#	Form of Change in Control Severance Agreement, effective as of February 15, 2006, entered into by and between the Company and James T. Healy, Bruce M. Jaffe and Ronald H. Mabry (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 17, 2006)
21.1	Subsidiaries of the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 30, 2002).
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (see page 61 of this Form 10-K).
31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer.
32.1	** Statement of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350).
32.2	** Statement of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350).

# Indicates management contract or compensatory plan or arrangement.

\*\* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Form 10-K and will not be deemed filed for purpose of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

**(c) Financial Statement Schedules.**

See Index under Item 8.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LOGICVISION, INC.

Date: March 31, 2006

By: /s/ JAMES T. HEALY

James T. Healy.  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James T. Healy and Bruce M. Jaffe, and each of them, his true and lawful attorneys-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any amendments to this report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact or their substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JAMES T. HEALY</u> James T. Healy	President and Chief Executive Officer (Principal Executive Officer and Director)	March 31, 2006
<u>/s/ BRUCE M. JAFFE</u> Bruce M. Jaffe	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	March 31, 2006
<u>/s/ GREGG ADKIN</u> Gregg Adkin	Director	March 31, 2006
<u>/s/ RICHARD C. BLACK</u> Richard C. Black	Director	March 31, 2006
<u>/s/ RANDALL A. HUGHES</u> Randall A. Hughes	Director	March 31, 2006
<u>/s/ MATTHEW RAGGETT</u> Matthew Raggett	Director	March 31, 2006
<u>/s/ RICHARD C. YONKER</u> Richard C. Yonker	Director	March 31, 2006

## EXHIBIT INDEX

Exhibit Number	Description of Document
2.1	Agreement and Plan of Merger, dated as of October 13, 2004, by and among the Company, Signal Acquisition Corporation and SiVerion, Inc. (incorporated by reference to the exhibit of the same number to the Company's Current report on Form 8-K filed with the Commission on November 10, 2004).
3(i)	Restated Certificate of Incorporation (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).
3(ii)	Bylaws of the Company, amended as of October 16, 2003 (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
4.1	Form of Common Stock Certificate (incorporated by reference to the exhibit of the same number to Amendment No. 8 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
4.2	Form of Warrant to Purchase Shares of Common Stock (incorporated by reference to Exhibit 4.4 to Amendment No. 5 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
4.3	Form of Extinguishing Warrant to Purchase Shares of Common Stock (incorporated by reference Exhibit 4.5 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
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10.2.2#	Amendments Nos. 1 and 2 and Addendum to Amended and Restated 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2003).
10.2.3#	Form of agreement under the 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2003).
10.3#	Form of Indemnification Agreement between the Registrant and its officers and directors (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).
10.4	Sixth Amended and Restated Registration Rights Agreement dated as of January 28, 2000 (incorporated by reference to the exhibit of the same number to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.5	Lease, dated as of August 13, 1998, by and between Spieker Properties, L.P. and the Company (incorporated by reference to the exhibit of the same number to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.6.1	Extension Agreement, dated as of January 17, 2000, by and between Spieker Properties, L.P. and the Company (incorporated by reference to Exhibit 10.6 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
10.6.2	Second Amendment, dated as of January 23, 2004, to Lease Agreement dated August 13, 1998 by and between CA-Metro Plaza, as successor in interest to Spieker Properties, L.P., and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).

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- 10.6.3 Third Amendment, dated as of May 7, 2004, by and between CA-Metro Plaza, as successor in interest to Spieker Properties, L.P., and the Company (incorporated by reference to the exhibit of the same number to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004).
- 10.7.1 Agreement, dated as of September 14, 1992, between Northern Telecom Limited and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
- 10.7.2 Amendment, dated as of October 1, 1993, to the Agreement between Northern Telecom Limited and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
- 10.7.3 Amendment, dated as of January 11, 1994, to the Agreement between Northern Telecom Limited and the Company (incorporated by reference to the exhibit of the same number to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-43654)).
- 10.7.4 Amendment, dated as of March 20, 2001, to the Agreement between Nortel Networks Limited (formerly Northern Telecom Limited) and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
- 10.8# Amended and Restated 2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2004).
- 10.8.1# Amendment, dated February 18, 2005, to the Amended and Restated 2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005)
- 10.10.1 Amended and Restated Loan Agreement, dated as of February 11, 2003, by and between Comerica Bank California and the Company (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
- 10.10.2 Amendment, dated August 26, 2003, to Loan Agreement between Comerica Bank California and the Company (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003).
- 10.10.3 Amended and Restated Loan Agreement, dated as of February 11, 2004, by and between Comerica Bank California and the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- 10.10.4 Second Amendment, dated as of January 31, 2005, to Second Amended and Restated Loan Agreement by and between Comerica Bank California and the Company (incorporated by reference to the exhibit of the same number to the Company's Current Report on Form 8-K filed with the Commission on February 4, 2005).
- 10.10.5 Third Amendment to the Second Amended and Restated Loan Agreement, dated February 9, 2006, by and between Comerica Bank and the Company (incorporated by reference to the Company's Current Report on Form 8-K filed with the Commission on February 10, 2006).
- 10.12 Registration Rights Agreement, dated as of November 5, 2004, by and among LogicVision, Inc. and the former stockholders of SiVerion, Inc. listed therein (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Commission on November 10, 2004).
- 10.13 Letter agreement, dated November 23, 2005, between Company and Dr. Vinod K. Agarwal (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on December 2, 2005).
- 10.14# Form of Change in Control Severance Agreement, effective as of February 15, 2006, entered into by and between the Company and James T. Healy, Bruce M. Jaffe and Ronald H. Mabry (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 17, 2006)

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- 21.1 Subsidiaries of the Company (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 30, 2002).
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 24.1 Power of Attorney (see page 61 of this Form 10-K).
- 31.1 Rule 13a-14(a) Certification of Chief Executive Officer.
- 31.2 Rule 13a-14(a) Certification of Chief Financial Officer.
- 32.1 \*\* Statement of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350).
- 32.2 \*\* Statement of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350).

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# Indicates management contract or compensatory plan or arrangement.

\*\* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Form 10-K and will not be deemed filed for purpose of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.