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DREYERS GRAND ICE CREAM INC
Form SC 13D/A
July 06, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Dreyer's Grand Ice Cream, Inc.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

26187810

(CUSIP Number)

Nancy E. Barton, Esq.
General Electric Capital Corporation
260 Long Ridge Road
Stamford, CT 06927
(203) 961-5523

Alan M. Lewis
General Electric Pension Trust
P.O. Box 7900
3003 Summer Street
Stamford, CT 06904
(203) 326-2313

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

July 5, 2001

(Date of Event which Requires Filing of this Statement)

If the filing Person(s) 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 .

*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.

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The information required on the remainder of this cover 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).

CUSIP No. 26187810 13D

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

General Electric Capital Corporation (I.R.S. #13-1500700)
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) [x]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)

Not applicable.
- 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 |
| SHARES | 2,899,999 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY EACH | 0 | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSONS WITH | 1,199,999 | |
| | 10 | SHARED DISPOSITIVE POWER |
| | 1,700,000 | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSONS
2,899,999
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) []
EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.4%
- 14 TYPE OF REPORTING PERSONS (See Instructions)

CO

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CUSIP No. 26187810

13D

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

General Electric Pension Trust (I.R.S. #14-6015763)

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not applicable.

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 1,172,989

REPORTING 9 SOLE DISPOSITIVE POWER

PERSONS WITH 0

10 SHARED DISPOSITIVE POWER

1,172,989

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSONS

1,172,989, or if General Electric Pension Trust and GE Investment Private Placement Partners I, Limited Partnership are deemed to be a group, then 2,899,999.

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) []
EXCLUDES CERTAIN SHARES (See Instructions)

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

3.4%, or if General Electric Pension Trust and GE Investment Private Placement Partners I, Limited Partnership are deemed to be a group, then 8.4%.

14 TYPE OF REPORTING PERSON (See Instructions)

EP

CUSIP No. 26187810

13D

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

GE Investment Private Placement Partners I, Limited Partnership
(I.R.S. #06-1305217)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not applicable.

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 |
| SHARES | 0 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY EACH | 1,727,010 | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSONS WITH | 0 | |
| | 10 | SHARED DISPOSITIVE POWER |
| | 1,727,010 | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSONS

1,727,010, or if General Electric Pension Trust and GE Investment Private Placement Partners I, Limited Partnership are deemed to be a group, then 2,899,999.

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

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

5.0%, or if General Electric Pension Trust and GE Investment Private Placement Partners I, Limited Partnership are deemed to be a group, then 8.4%.

14 TYPE OF REPORTING PERSON (See Instructions)

PN EP

CUSIP No. 26187810

13D

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

GE Asset Management Incorporated (formerly known as GE Investment Management Incorporated), as General Partner of GE Investment Private Placement Partners I, Limited Partnership and as Investment Manager of General Electric Pension Trust (I.R.S. #06-1238874)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not applicable.

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
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY EACH 2,899,999

REPORTING 9 SOLE DISPOSITIVE POWER
PERSONS WITH 0

10 SHARED DISPOSITIVE POWER
2,899,999

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSONS
2,899,999

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.4%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

CUSIP No. 26187810 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

General Electric Capital Services, Inc. (formerly known as General

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Electric Financial Services, Inc.) (I.R.S. #06-1109503)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not applicable.

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
SHARES Disclaimed (see 11 below).

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY EACH 0

REPORTING 9 SOLE DISPOSITIVE POWER
PERSONS WITH Disclaimed (see 11 below).

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSONS

Beneficial ownership of all shares disclaimed by General Electric Capital Services, Inc.

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Not applicable (see 11 above).

14 TYPE OF REPORTING PERSON (See Instructions)
CO

CUSIP No. 26187810 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
General Electric Company (I.R.S. #14-0689340)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) [x]

3 SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)

Not applicable.

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 7 SOLE VOTING POWER

SHARES Disclaimed (see 11 below).

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSONS WITH Disclaimed (see 11 below).

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSONS

Beneficial ownership of all shares disclaimed by General Electric Company.

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

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

Not applicable (see 11 above).

14 TYPE OF REPORTING PERSON (See Instructions)

CO

This Amendment No. 3 amends and supplements the Statement on Schedule 13D (the "Schedule 13D") filed by General Electric Capital Corporation, a Delaware corporation ("GECC"), General Electric Pension Trust, a New York common law trust ("GEPT"), GE Investment Private Placement Partners I, Limited Partnership, a Delaware limited partnership ("GEIPPP"), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of General Electric Company ("GEAM"), General Electric Capital Services, Inc., a Delaware corporation and General Electric Company, a New York corporation on July 12, 1993 and amended on both May 24, 1994 and December 10, 1997, relating to the common stock, par value \$1.00 per share (the "Common Stock") of Dreyer's Grand Ice Cream, Inc., a Delaware corporation (the "Company"). All prior references to GE Investment Management Incorporated or GEIM contained in the Schedule 13D and prior amendments thereto shall henceforth be deemed to be references to GE Asset Management Incorporated, or GEAM (as successor to GEIM), respectively. All prior references to GECC as a New York corporation contained in the Schedule 13D and prior amendments thereto shall now be deemed to be

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references to GECC as a Delaware corporation as a result of a reincorporation of such company which was effected on July 2, 2001. Capitalized terms used and not defined in this Amendment have the meanings set forth in the Schedule 13D.

The Schedule 13D is amended in the following manner:

Item 1. Security and Issuer.

Item 1 is hereby amended by adding the following at the end thereof: "On June 19, 2001, GEPT, GEIPPP and GECC each exercised its right, pursuant to Section 8(b) of the Company's Certificate of Designation of its Series A Preferred Stock, to convert each of the 1,007,521.630 shares of the Series A Preferred Stock held by GEPT, GEIPPP and GECC into 5,799,998 shares of the Company's Common Stock. As a result, before the consummation of the transaction contemplated in Item 6 of this Amendment, the Reporting Persons beneficially own, in the aggregate, 5,799,998 of the 34,377,998 total shares of Common Stock outstanding.

Item 2. Identity and Background.

Item 2 is hereby amended and supplemented as follows:

FIRST:

All prior references to GECC in any of Item 2, 2(a), 2(b) or 2(c) as a New York corporation shall now be deemed to be references to GECC as a Delaware corporation as a result of a reincorporation of such company which was effected on July 2, 2001.

SECOND:

By deleting the first paragraph thereof in its entirety and replacing it with the following:

"This statement is filed by General Electric Capital Corporation, a Delaware corporation ("GECC"), GE Asset Management Incorporated, a Delaware corporation ("GEAM") General Electric Capital Services, Inc. a Delaware corporation ("GECS"), General Electric Company, a New York corporation ("GE"), General Electric Pension Trust, a New York common law trust ("GEPT") and GE Investment Private Placement Partners I, Limited Partnership, a Delaware limited partnership ("GEIPPP"). GECC, GEAM, GECS, GE, GEPT and GEIPPP are sometimes referred to herein individually as a "Reporting Person" and collectively as the "Reporting Persons."

THIRD: By adding the following as the fourth paragraph under the heading "Item 2(a), (b), (c)": "GEAM is a Delaware corporation with its principal executive offices at 3003 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904. GEAM is a registered investment advisor and acts as the General Partner of GEIPPP and as the Investment Manager of GEPT."

FOURTH:

By deleting the paragraph under the heading "Item 2(f)" in its entirety and replacing it with the following: "The information set forth on Schedules II-VI hereof is incorporated herein by reference."

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Item 3. Source and Amount of Funds or Other Consideration.

Unchanged.

Item 4. Purpose of Transaction.

Unchanged.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented by:

FIRST:

Deleting paragraph (a) in its entirety and replacing it with the following:

(a) (i) GECC beneficially owns 2,899,999 shares of Common Stock, representing 8.4% of the shares of Common Stock; (ii) GEPT beneficially owns 1,172,989 shares of Common Stock, representing 3.4% of the shares of Common Stock and (iii) GEIPPP beneficially owns 1,727,010 shares of Common Stock, representing 5.0% of the shares of Common Stock.

GEPT, GEAM and GEIPPP may constitute a group as such term is used in Section 13(d)(3) of the Exchange Act. If GEPT, GEAM and GEIPPP were deemed to constitute a group, the 2,899,999 shares of Common Stock held by GEPT and GEIPPP in the aggregate would represent 8.4% of the shares of Common Stock. The 5,799,998 shares of Common Stock beneficially owned by GECC, GEAM, GEPT and GEIPPP in the aggregate would represent 16.87% of the shares of Common Stock.

SECOND: Adding the following to the end of paragraph (b): "GEPT and GEAM, its Investment Manager, share voting and dispositive power over all of the shares held by GEPT. As a result of the agreement described in Item 6, (i) GECC shares dispositive power over 1,700,000 of the shares held by GECC, (ii) GEPT (along with GEAM) shares dispositive power over 687,616 of the shares held by GEPT and (iii) GEIPPP (along with GEAM) shares dispositive power over 1,012,384 shares held by GEIPPP."

Item 6. Contracts Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented by adding the following at the end thereof:

On July 5, 2001, Nestle Holdings, Inc. ("Holdings") entered into a Share Purchase Agreement to purchase an aggregate 3,400,000 shares of Common Stock, representing 9.89% of the total shares of Common Stock outstanding, from General Electric Capital Corporation, General Electric Pension Trust and GE Investment Private Placement Partners I, Limited Partnership (the "GE Parties") in exchange for an aggregate consideration of \$107,100,000 in cash. Consummation of such purchases of shares of Common Stock is conditioned on the expiration or termination of the waiting period imposed under the

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Hart-Scott-Rodino Improvements Act of 1976, as amended.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and supplemented by adding the following:

Exhibit 11: Share Purchase Agreement by and between GECC, GEPT, GEIPPP and Nestle Holdings, Inc., dated as of July 5, 2001.

Exhibit 12: Power of Attorney of General Electric Company, dated as of February 22, 2000.

Exhibit 13: Power of Attorney of General Electric Capital Services, Inc., dated as of February 22, 2000.

Schedules:

Schedules I, II, III, IV, V and VI are replaced in their entirety by Schedules I, II, III, IV, V and VI, attached hereto.

EXHIBIT INDEX

EXHIBIT 11: Share Purchase Agreement by and between GECC, GEPT, GEIPPP and Nestle Holdings, Inc., dated as of July 5, 2001.

EXHIBIT 12: Power of Attorney of General Electric Company, dated as of February 22, 2000.

EXHIBIT 13: Power of Attorney of General Electric Capital Services, Inc., dated as of February 22, 2000.

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.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Department Operations Manager

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,
its Investment Manager

By: /s/ Patrick J. McNeela

Name: Patrick J. McNeela
Title: Vice President

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GE INVESTMENT PRIVATE PLACEMENT PARTNERS I,
LIMITED PARTNERSHIP

By: GE Asset Management Incorporated,
its General Partner

By: /s/ Patrick J. McNeela

Name: Patrick J. McNeela
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Patrick J. McNeela

Name: Patrick J. McNeela
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

Dated: July 6, 2001

Schedule I

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Amendment No. 3 to the Schedule 13D filed on this date with respect to the beneficial ownership by the undersigned of shares of Common Stock of Dreyer's Grand Ice Cream, Inc. is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: July 6, 2001

GENERAL ELECTRIC CAPITAL CORPORATION

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By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Department Operations Manager

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,
its Investment Manager

By: /s/ Patrick J. McNeela

Name: Patrick J. McNeela
Title: Vice President

GE INVESTMENT PRIVATE PLACEMENT PARTNERS I,
LIMITED PARTNERSHIP

By: GE Asset Management Incorporated,
its General Partner

By: /s/ Patrick J. McNeela

Name: Patrick J. McNeela
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Patrick J. McNeela

Name: Patrick J. McNeela
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

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General Electric Capital Corporation

| Directors ----- | Citizenship ----- | Principal Occupation ----- |
|----------------------------------|----------------------|--|
| Nancy E. Barton Director | USA | Senior Vice President, General Counsel and Secretary GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Ferdinando Beccalli Director | Italy | Executive Vice President GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James R. Bunt Director | USA | Vice President and Treasurer GE Company 3135 Easton Turnpike Fairfield, CT 06431 |
| David L. Calhoun Director | USA | Chief Executive Officer GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215 |
| Dennis D. Dammerman Director | USA | Vice Chairman and Executive Officer GE Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Scott C. Donnelly Director | USA | Senior Vice President General Electric CR&D One Research Circle Niskayuna, NY |
| Michael D. Fraizer Director | USA | President & CEO GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230 |
| Benjamin W. Heineman Director | USA | Senior Vice President, General Counsel and Secretary GE Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Jeffrey R. Immelt Director | USA | President and Chairman-Elect General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |

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| | | |
|--------------------------------|-----|---|
| John H. Myers Director | USA | Chairman and President GE Investment Corporation 3003 Summer Street, 7th Fl. Stamford, CT 06905 |
| Denis J. Nayden Director | USA | Chairman and CEO GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Michael A. Neal Director | USA | President and COO GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James A. Parke Director | USA | Vice Chairman & Chief Financial Officer GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Ronald R. Pressman Director | USA | Chairman, President & CEO Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 |
| Gary M. Reiner Director | USA | Sr. Vice President & Chief Information Officer General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| John M. Samuels Director | USA | Vice President and Senior Counsel, Corporate General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Keith S. Sherin Director | USA | Senior Vice President, Finance & Chief Financial Officer General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Edward D. Stewart Director | USA | Executive Vice President GE Capital Corporation 1600 Summer Street Stamford, CT 06927 |
| John F. Welch, Jr. Director | USA | Chairman and Chief Executive Officer General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Robert C. Wright Director | USA | President and Chief Executive Officer NBC 30 Rockefeller Plaza, 52nd Floor New York, NY 10112 |

Executive Officers

Citizenship

Principal Occupation

Denis J. Nayden

USA

Chairman and CEO

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| | | |
|--|-----|---|
| Chairman and Chief Executive Officer | | GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Michael A. Neal President and Chief Operating Officer | USA | President and COO GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James A. Parke Vice Chairman and Chief Financial Officer | USA | Vice Chairman & Chief Financial Officer GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Ferdinando Beccalli Executive Vice President | USA | Executive Vice President General Electric Capital 260 Long Ridge Road Stamford, CT 06927 |
| Edward D. Stewart Executive Vice President | USA | Executive Vice President GE Capital Corporation 1600 Summer Street Stamford, CT 06927 |
| Nancy E. Barton Senior Vice President, General Counsel and Secretary | USA | Senior Vice President, General Counsel and Secretary GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James A. Colica Senior Vice President | USA | Senior Vice President, Global Risk Management GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Richard D'Avino Senior Vice President, Taxes | USA | Senior Vice President, Taxes GE Capital Corporation 777 Long Ridge Road Stamford, CT 06927 |
| Robert L. Lewis Senior Vice President | USA | Senior Vice President, Structured Finance Group GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927 |
| David R. Nissen Senior Vice President | USA | Senior Vice President, Global Consumer Finance GE Capital Corporation 1600 Summer Street Stamford, CT 06927 |
| Marc J. Saperstein Senior Vice President | USA | Senior Vice President, Human Resources General Electric Capital 260 Long Ridge Road Stamford, CT 06927 |
| Jeffrey S. Werner Senior Vice President | USA | Sr. Vice President, Corp.Treasury & Global Funding Op. GE Capital Corporation 201 High Ridge Road |

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Stamford, CT 06927

| | | |
|--|-----|--|
| Joan C. Amble Vice President and Controller | USA | Vice President and Controller GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
|--|-----|--|

General Electric Capital Services, Inc.

| Directors ----- | Citizenship ----- | Principal Occupation ----- |
|-----------------------------------|----------------------|--|
| Nancy E. Barton Director | USA | Senior Vice President, General Counsel and Secretary GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Ferdinando Beccalli Director | Italy | Executive Vice President GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James R. Bunt Director | USA | Vice President and Treasurer GE Company 3135 Easton Turnpike Fairfield, CT 06431 |
| David L. Calhoun Director | USA | Chief Executive Officer GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215 |
| Dennis D. Dammerman Director | USA | Vice Chairman and Executive Officer GE Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Scott C. Donnelly Director | USA | Senior Vice President General Electric CR&D One Research Circle Niskayuna, NY |
| Michael D. Fraizer Director | USA | President & CEO GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230 |
| Benjamin W. Heineman, Director | USA | Senior Vice President, General Counsel and Secretary GE Company 3135 Easton Turnpike |

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Fairfield, CT 06431

| | | |
|--------------------------------|-----|--|
| Jeffrey R. Immelt Director | USA | President and Chairman-Elect General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| John H. Myers Director | USA | Chairman and President GE Investment Corporation 3003 Summer Street, 7th Fl. Stamford, CT 06905 |
| Denis J. Nayden Director | USA | Chairman and CEO GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Michael A. Neal Director | USA | President and COO GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James A. Parke Director | USA | Vice Chairman & Chief Financial Officer GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Ronald R. Pressman Director | USA | Chairman, President & CEO Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 |
| Gary M. Reiner Director | USA | Sr. Vice President & Chief Information Officer General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| John M. Samuels Director | USA | Vice President and Senior Counsel, Corporate Taxes General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Keith S. Sherin Director | USA | Senior Vice President, Finance & Chief Financial Officer General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Edward D. Stewart Director | USA | Executive Vice President GE Capital Corporation 1600 Summer Street Stamford, CT 06927 |
| John F. Welch, Jr. Director | USA | Chairman and Chief Executive Officer General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Robert C. Wright Director | USA | President and Chief Executive Officer NBC 30 Rockefeller Plaza, 52nd Floor |

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New York, NY 10112

| Executive Officers ----- | Citizenship ----- | Principal Occupation ----- |
|--|----------------------|--|
| Dennis D. Dammerman Chairman of the Board | USA | Vice Chairman and Executive Officer GE Company 3135 Easton Turnpike Fairfield, CT 06431 |
| Denis J. Nayden President | USA | Chairman and CEO GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James A. Parke Executive Vice President and Chief Financial Officer | USA | Vice Chairman & Chief Financial Officer GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Ferdinando Beccalli Executive Vice President | USA | Executive Vice President General Electric Capital 260 Long Ridge Road Stamford, CT 06927 |
| Michael D. Fraizer Executive Vice President | USA | President & CEO GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230 |
| Michael A. Neal Executive Vice President | USA | President and COO GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Ronald R. Pressman Executive Vice President | USA | Chairman, President & CEO Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 |
| Edward D. Stewart Executive Vice President | USA | Executive Vice President GE Capital Corporation 1600 Summer Street Stamford, CT 06927 |
| Nancy E. Barton Senior Vice President, General Counsel and Secretary | USA | Senior Vice President, General Counsel and Secretary GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| James A. Colica Senior Vice President | USA | Senior Vice President, Global Risk Management GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Richard D'Avino Senior Vice President, Taxes | USA | Senior Vice President, Taxes GE Capital Corporation 777 Long Ridge Road |

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Stamford, CT 06927

| | | |
|---|-----|---|
| Marc J. Saperstein Senior Vice President | USA | Senior Vice President, Human Resources General Electric Capital 260 Long Ridge Road Stamford, CT 06927 |
| Jeffrey S. Werner Senior Vice President | USA | Sr. Vice President, Corp. Treasury & Global Funding Op. GE Capital Corporation 201 High Ridge Road Stamford, CT 06927 |
| Joan C. Amble Vice President and Controller | USA | Vice President and Controller GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Barbara E. Daniele Vice President and Senior Litigation Counsel | USA | Vice President and Senior Litigation Counsel GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 |
| Steven F. Kluger Vice President | USA | Vice President, Capital Markets Services GE Capital Corporation 3001 Summer Street Stamford, CT 06927 |

General Electric Company

DIRECTORS

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|----------------|---|--|
| J.I.Cash, Jr. | Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163 | Professor of Business Administration-Graduate School of Business Administration, Harvard University |
| S.S. Cathcart | 222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045 | Retired Chairman, Illinois Tool Works |
| D.D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman General Electric Capital |

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| | | |
|----------------|---|--|
| | | Services, Inc. |
| P. Fresco | Fiat SpA via Nizza 250 10126 Torino, Italy | Chairman of the Board, Fiat SpA |
| A. M. Fudge | 555 South Broadway Tarrytown, NY 10591 | |
| C.X. Gonzalez | Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico | Chairman of the Board and Chief Executive Officer, Kimberly-Clark de Mexico, S.A. de C.V. |
| J.R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | President General Electric Company |
| A. Jung | Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105 | President and Chief Executive Officer, Avon Products, Inc. |
| K.G. Langone | Invemed Associates, Inc. 375 Park Avenue New York, NY 10152 | Chairman, President and Ch Executive Officer, Invemed Associates, Inc. |
| R.B. Lazarus | Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316 | Chairman and Chief Executive Officer |
| S.G. McNealy | Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900 | Chairman, President and Ch Executive Officer, Sun Microsystems, Inc. |
| G.G. Michelson | Federated Department Stores 151 West 34th Street New York, NY 10001 | Former Member of the Board of Directors, Federated Department Stores |
| S. Nunn | King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303 | Partner, King & Spalding |
| R.S. Penske | Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001 | Chairman of the Board and President, Penske Corporation |
| F.H.T. Rhodes | Cornell University 3104 Snee Building Ithaca, NY 14853 | President Emeritus, Cornell University |
| G. L. Rogers | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman of the Board Executive Officer, General Electric Company |
| A.C. Sigler | Champion International Corporation 1 Champion Plaza Stamford, CT 06921 | Retired Chairman of the Board and CEO and former Director, Champion Interna International Corporation |

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| | | |
|-----------------|---|---|
| D.A. Warner III | J. P. Morgan & Co., Inc. & Morgan Guaranty Trust Co. 60 Wall Street New York, NY 10260 | Chairman of the Board, President, and Chief Executive Officer, J.P. Morgan & Co. Incorporated and Morgan Guaranty Trust Company |
| J.F. Welch, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Chairman of the Board and Chief Executive Officer, General Electric Company |
| R. C. Wright | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman and Chief Executive Officer National Broadcasting Comp |

Citizenship of Directors

| | |
|----------------|--------|
| P. Fresco | Italy |
| C. X. Gonzalez | Mexico |
| Andrea Jung | Canada |
| All Others | U.S.A. |

EXECUTIVE OFFICERS

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|-----------------|---|--|
| J.F. Welch, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Chairman of the Board and Chief Executive Officer |
| J.R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | President General Electric Company |
| P.D. Ameen | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Comptrol |
| J.R. Bunt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Treasur |
| D.C. Calhoun | General Electric Company 1 Neumann Way Cincinnati, OH 05215 | Senior Vice President - GE Aircraft Engines |
| J.P. Campbell | General Electric Company Appliance Park Louisville, KY 40225 | Vice President - GE Appliances |

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| | | |
|--------------------|---|--|
| W.J. Conaty | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President - Human Resources |
| D.D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman General Electric Capital Services, Inc. |
| S. C. Donnelly | General Electric Company P. O. Box 8 Schenectady, NY 12301 | Senior Vice President - Corporate Research and Development |
| M. J. Espe | General Electric Company Nela Park Cleveland, OH 44112 | Senior Vice President - GE Lighting |
| Y. Fujimori | General Electric Company 1 Plastics Avenue Pittsfield, MA 01201 | Senior Vice President - GE Plastics |
| B.W. Heineman, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President - General Counsel and Secret |
| J.M. Hogan | General Electric Company P.O. Box 414 Milwaukee, WI 53201 | Senior Vice President - GE Medical Systems |
| J. Krenicki, Jr. | General Electric Company 2901 East Lake Road Erie, PA 16531 | Vice President - GE Transportation Systems |
| R.W. Nelson | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President - Corporate Financial Planni and Analysis |
| G.M. Reiner | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President - Chief Information Officer |
| J. G. Rice | General Electric Company 1 River Road Schenectady, NY 12345 | Senior Vice President - GE Power Systems |
| G.L. Rogers | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman of the Board and Executive Officer |
| K.S. Sherin | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President - Fi and Chief Financial Office |
| L.G. Trotter | General Electric Company 41 Woodford Avenue Plainville, CT 06062 | Senior Vice President - GE Industrial Systems |
| W. A. Woodburn | General Electric Company 41 Woodford Avenue Plainville, CT 06062 | Senior Vice President - GE Specialty Chemicals |

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| | | |
|--------------|---|---|
| R. C. Wright | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman and Chief Executive Officer National Broadcasting Comp |
|--------------|---|---|

Citizenship of All Executive Officers

U.S.A.

Schedule V

General Electric Pension Trust

| Trustees | Present Principal Occupation |
|----------------------|--|
| Eugene K. Bolton | Executive Vice President of GEAM and Trustee of GEPT |
| Michael J. Cosgrove | Executive Vice President of GEAM and Trustee of GEPT |
| John H. Myers | Vice President of General Electric Company, Chairman of the Board and President GEAM and Trustee of GEPT |
| Ralph R. Layman | Executive Vice President of GEAM and Trustee of GEPT |
| Alan M. Lewis | Executive Vice President, General Counsel and Secretary of GEAM and Trustee of GEPT |
| Robert A. MacDougall | Executive Vice President of GEAM and Trustee of GEPT |
| Geoffrey R. Norman | Executive Vice President of GEAM and Trustee of GEPT |
| Donald W. Torey | Executive Vice President of GEAM and Trustee of GEPT |
| John J. Walker | Executive Vice President - Chief Financial Officer of GEAM and Trustee of GEPT |

Citizenship of All Trustees

U.S.A.

Schedule VI

GE Investment Private Partners I, Limited Partnership

The General Partner of GE Investment Private Partners I, Limited Partnership is GE Asset Management Incorporated (a Delaware corporation). Its principal place of business is 3003 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

GE Asset Management Incorporated

The business address of each of the persons listed below is 3003 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

Directors Present Principal Occupation

| | |
|------------------|--|
| Eugene K. Bolton | Executive Vice President of GEAM and Trustee of GEPT |
|------------------|--|

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| | |
|----------------------|--|
| Michael J. Cosgrove | Executive Vice President of GEAM and Trustee of GEPT |
| John H. Myers | Vice President of General Electric Company, Chairman of the Board and President GEAM and Trustee of GEPT |
| Ralph R. Layman | Executive Vice President of GEAM and Trustee of GEPT |
| Alan M. Lewis | Executive Vice President, General Counsel and Secretary of GEAM and Trustee of GEPT |
| Robert A. MacDougall | Executive Vice President of GEAM and Trustee of GEPT |
| Geoffrey R. Norman | Executive Vice President of GEAM and Trustee of GEPT |
| Donald W. Torey | Executive Vice President of GEAM and Trustee of GEPT |
| John J. Walker | Executive Vice President - Chief Financial Officer of GEAM and Trustee of GEPT |

Citizenship of all Directors

U.S.A

Executive Officers

Present Principal Occupation

| | |
|----------------------|---|
| John H. Myers | Chairman of the Board and President |
| Eugene K. Bolton | Executive Vice President - Domestic Equity Investments |
| Michael J. Cosgrove | Executive Vice President - Sales and Marketing |
| Ralph R. Layman | Executive Vice President - International Equity Investments |
| Alan M. Lewis | Executive Vice President - General Counsel and Secretary |
| Robert A. MacDougall | Executive Vice President - Fixed Income |
| Geoffrey R. Norman | Executive Vice President - Marketing |
| Donald W. Torey | Executive Vice President - Real Estate and Private Equities |
| John J. Walker | Executive Vice President - Chief Financial Officer |
| Anthony J. Sirabella | Senior Vice President - Chief Information Officer |
| Christopher D. Brown | Senior Vice President - Equity Portfolios |
| David B. Carlson | Senior Vice President - Equity Portfolios |
| Jane E. Hackney | Senior Vice President - Equity Investments |
| Peter J. Hathaway | Senior Vice President - Equity Portfolios |
| Damian J. Maroun | Senior Vice President - Equity Trading |

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| | |
|-----------------------|---|
| Paul C. Reinhardt | Senior Vice President - Equity Portfolios |
| Richard L. Sanderson | Senior Vice President - Equity Research |
| Christopher W. Smith | Senior Vice President - Equity Investments |
| Ralph E. Whitman | Senior Vice President - Equity Portfolios |
| Nancy A. Ward | Vice President - Client Portfolio Manager - Domestic Equities |
| Gerald L. Igou | Vice President - Equity Investments |
| Mark A. Mitchell | Vice President - Equity Investments |
| John H. Schaetzl | Vice President - Equity Investments |
| Brian Hopkinson | Senior Vice President - International Equity Portfolios |
| Daizo Motoyoshi | Senior Vice President - International Equity Portfolios |
| Michael J. Solecki | Senior Vice President - International Equity Portfolios |
| Judith A. Studer | Senior Vice President - International Equity Portfolios |
| Peter Gillespie | Vice President - International Equity Portfolios |
| T. Brent Jones | Vice President - International Equity Portfolios |
| Paul Nestro | Vice President - International Equity Portfolios |
| Makoto F. Sumino | Vice President - International Equity Portfolios |
| Robert W. Aufiero | Vice President - Fixed Income |
| Kathleen S. Brooks | Vice President - Fixed Income |
| Paul M. Colonna | Vice President - Fixed Income |
| William M. Healey | Vice President - Fixed Income |
| Craig M. Varrelman | Vice President - Client Portfolio Manager - Fixed Income |
| Michael J. Caufield | Senior Vice President - Municipal Bonds |
| Robert R. Kaelin | Senior Vice President - Municipal Bonds |
| Susan M. Courtney | Vice President - Municipal Bonds |
| Stella V. Lou | Vice President - Municipal Bonds |
| Michael A. Sullivan | Vice President - Municipal Bonds |
| James M. Mara | Senior Vice President - International Private Equities |
| Wolfe H. Bragin | Vice President - Private Equities |
| Andreas T. Hildebrand | Vice President - Private Equities |
| Patrick J. McNeela | Vice President - Private Equities |
| David W. Wiederecht | Vice President - Private Equities |

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| | |
|-----------------------|---|
| Philip A. Riordan | Senior Vice President - Real Estate |
| B. Bradford Barrett | Vice President - Real Estate |
| Robert P. Gigliotti | Vice President - Real Estate |
| Preston R. Sargent | Vice President - Real Estate |
| Timothy M. Morris | Vice President - Risk Management |
| Sandra J. O'Keefe | Vice President - Financial Planning & Analysis |
| William F. Ruoff, III | Vice President - Quality |
| Michael J. Tansley | Vice President & Controller |
| Matthew J. Simpson | Senior Vice President, Gen. Counsel - Investment Services & Asst. Secretary |
| Paul J. Crispino | Vice President - Tax Counsel |
| Judith M. Bandler | Vice President - Benefits Counsel |
| Marc R. Bryant | Vice President - Assoc. Gen. Counsel & Asst. Secretary |
| Jeanne M. La Porta | Vice President - Assoc. Gen. Counsel & Asst. Secretary |
| Michael M. Pastore | Vice President - Assoc. Gen. Counsel & Asst. Secretary |
| Scott A. Silberstein | Vice President - Assoc. Gen. Counsel & Asst. Secretary |
| Michael J. Strone | Vice President - Assoc. Gen. Counsel & Asst. Secretary |
| Anthony H. Zacharski | Vice President - Assoc. Gen. Counsel & Asst. Secretary |

Citizenship of all Executive Officers

U.S.A

1 This percentage and all other such percentages in this Amendment are based on 34,377,798 shares of Common Stock outstanding, calculated by combining the 28,578,000 shares of Common Stock outstanding as of May 11, 2001, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2001, with 5,799,998 shares of Common Stock that the GE Parties (as such term is defined in Item 6 of this Amendment) received on conversion of the Company's Series A Preferred Stock following a written request made on June 19, 2001.