

TRITON PCS HOLDINGS INC  
Form SC 13D/A  
June 06, 2001

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

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*

Triton PCS Holdings, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

896775103

-----  
(CUSIP Number)

Kathleen A. Walsh, Esq.  
Mayer Brown & Platt  
1675 Broadway, Suite 1900  
New York, New York 10019

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

June 6, 2001

-----  
(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.240.13d-7 for other parties to whom copies of this statement are to be sent.

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\* 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 on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

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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).

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 CONTROL NUMBER.

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SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP No. 896775103

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
J.P. Morgan Partners (23A SBIC), LLC (formerly known as
CB Capital Investors, L.P.
13-337-6808

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
NUMBER OF 11,409,614
SHARES
BENEFICIALLY 8. SHARED VOTING POWER

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OWNED BY \_\_\_\_\_ Not Applicable \_\_\_\_\_  
EACH \_\_\_\_\_  
REPORTING 9. SOLE DISPOSITIVE POWER \_\_\_\_\_  
PERSON 11,409,614 \_\_\_\_\_  
WITH \_\_\_\_\_  
10. SHARED DISPOSITIVE POWER \_\_\_\_\_  
Not Applicable \_\_\_\_\_

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,409,614  
-----

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.8%  
-----

14. TYPE OF REPORTING PERSON (See Instructions)  
CO  
-----

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SCHEDULE 13D  
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ISSUER: Triton PCS Holdings, Inc.

CUSIP No. 896775103

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
J.P. Morgan SBIC LLC (the successor to J.P. Morgan Investment  
Corporation)  
13-3610568  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) \_\_\_\_\_  
(b) X \_\_\_\_\_  
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS (See Instructions)  
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WC

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	9,945,792
BENEFICIALLY	8. SHARED VOTING POWER
OWNED BY	Not applicable
EACH	9. SOLE DISPOSITIVE POWER
REPORTING	9,945,792
PERSON	10. SHARED DISPOSITIVE POWER
WITH	Not applicable

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,945,792

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.2%

14. TYPE OF REPORTING PERSON (See Instructions)  
CO

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ISSUER: Triton PCS Holdings, Inc.

CUSIP No. 896775103

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Sixty Wall Street SBIC Fund, L.P.  
13-3926426

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions)

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(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

WC

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 86,620

BENEFICIALLY OWNED BY 8. SHARED VOTING POWER  
EACH Not applicable

REPORTING PERSON 9. SOLE DISPOSITIVE POWER  
WITH 86,620

10. SHARED DISPOSITIVE POWER  
Not applicable

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
86,620%

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%

14. TYPE OF REPORTING PERSON (See Instructions)  
PN

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SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP No. 896775103

PRELIMINARY NOTE:

This Schedule 13D/A amends and restates in its entirety the original Schedule 13D filed with the Securities and Exchange Commission on January 10, 2001.

ITEM 1. SECURITY AND ISSUER.

This statement (the "Statement") relates to the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock") and Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock" and together with the Class A Common Stock, sometimes referred to herein as the "Common Stock"), of Triton PCS Holdings, Inc. (the "Issuer"). The Class B Common Stock may be converted at any time at the option of the holder thereof into an equivalent number of shares of Class A Common Stock. The Issuer's principal executive offices are located at 375 Technology Drive, Malver, PA 19355.

ITEM 2. IDENTITY AND BACKGROUND.

This Statement is being filed by each of the following Reporting Persons: (i) J.P. Morgan Partners (23A SBIC), LLC (formerly known as CB Capital Investors, L.P.), a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)") whose principal office is located at c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020, (ii) J.P. Morgan SBIC LLC, a Delaware limited liability company (hereinafter referred to as "JPM SBIC"), whose principal office is located at 60 Wall Street, New York, New York 10260, and (iii) Sixty Wall Street SBIC Fund, L.P., a Delaware limited partnership (hereinafter referred to as "Sixty Wall"), whose principal office is located at 60 Wall Street, New York, New York 10260.

JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. The Managing Member of JPMP (SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc. (formerly known as CB Capital Investors, Inc.), a Delaware corporation (hereinafter referred to as "JPMP (SBIC Manager)", whose principal business office is located at the same address as JPMP (SBIC). JPMP (SBIC Manager) is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP (SBIC) Manager (the "JPMP (SBIC) Manager Disclosed Parties").

JPMP (SBIC) Manager is a wholly owned subsidiary of The Chase Manhattan Bank, a New York corporation (hereinafter referred to as "Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Chase Bank (the "Chase Bank Disclosed Parties").

JPM SBIC is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule C hereto and incorporated herein by reference are the names, business address and employments of each executive officer and

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director of JPM SBIC (the "JPM SBIC Disclosed Parties").

JPM SBIC is a wholly-owned subsidiary of J.P. Morgan Capital Corporation, a Delaware corporation (hereinafter referred to as "JPMCC"), whose principal business office is located at the same address as JPM SBIC. JPMCC is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule D hereto and incorporated herein by reference are the names, business addresses and employments of each executive officer and director of JPMCC (the "JPMCC Disclosed Parties").

Sixty Wall is also engaged in the venture capital and leveraged buyout business and is owned principally by employees of J.P. Morgan Chase & Co. Incorporated (formerly known as The Chase Manhattan Corporation), a Delaware corporation and its direct and indirect subsidiaries. Sixty Wall co-invests with JPMCC and its subsidiaries.

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The general partner of Sixty Wall is Sixty Wall Street SBIC Corporation, a Delaware corporation, whose principal business address is located at the same address as Sixty Wall, JPM SBIC and JPMCC (hereinafter referred to as "Sixty Wall Corp."). Sixty Wall Corp. is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule E hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Sixty Wall Corp (the "Sixty Wall Corp. Disclosed Parties").

Each of Chase Bank, JPMCC and Sixty Wall Corp. is a wholly-owned subsidiary of JP Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule F hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase (the "JP Morgan Chase Disclosed Parties," and together with the JPMP (SBIC) Manager Disclosed Parties, the Chase Bank Disclosed Parties, the JPM SBIC Disclosed Parties, the JPMCC Disclosed Parties, and the Sixty Wall Corp. Disclosed Parties, the "Disclosed Parties").

During the last five years, no Reporting Person or, to the knowledge of such Reporting Person, no Disclosed Party related to such Reporting Person, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

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The funds provided by JPMP (SBIC) for the purchase of the Issuer's Common Stock were obtained from JPMP (SBIC) contributed capital, which includes funds that are held available for such purpose. The funds provided by JPM SBIC for the purchase of the Issuer's Common Stock were obtained from JPM SBIC contributed capital, which includes funds that are held available for such purpose. All of the funds for Sixty Wall's purchase of the Issuer's Common Stock were obtained from Sixty Wall contributed capital, which includes funds that are held available for such purpose.

### ITEM 4. PURPOSE OF TRANSACTION.

On December 31, 2000, J.P. Morgan & Co. Incorporated merged with and into The Chase Manhattan Corporation (the "Merger"), with the surviving corporation being J.P. Morgan Chase. As a result of the Merger, J.P. Morgan Chase indirectly acquired the Issuer's Common Stock held by JPM SBIC and Sixty Wall and as a result thereof, J.P. Morgan Chase may be deemed the indirect Beneficial Owner through the Reporting Persons of 21,442,026 shares of the Issuer's Common Stock which represented 37.13% of the Issuer's outstanding Common Stock as of March 26, 2001.

JPMP (SBIC), JPM SBIC, Sixty Wall, Private Equity Investors III, L.P. and Equity-Linked Investors-II, which collectively own an aggregate of 56.3% of the outstanding Class A common stock of the Issuer as of March 26, 2001, have verbally agreed that they will not be selling any additional securities of the Issuer at this time. They have also verbally agreed to act together, in cooperation with the Issuer and the Issuer's management, in determining the timing and extent of future sales of securities of the Issuer. The foregoing entities should be deemed to be acting together for such purposes until further notice.

The acquisition of the Issuer's equity securities has been made by JPMP (SBIC), JPM SBIC and Sixty Wall for investment purposes. Although none of JPMP (SBIC), JPM SBIC and Sixty Wall has a present intention to do so, each of JPMP (SBIC), JPM SBIC and Sixty Wall may make additional purchases of the Issuer's Common Stock either in the open market or in privately negotiated transactions, including transactions with the Issuer, depending on an evaluation of the Issuer's business prospects and financial condition, the market for the Common Stock, other available investment opportunities, money and stock market conditions and other future developments. Depending on these factors, each of JPMP (SBIC), JPM SBIC and Sixty Wall may decide to sell all or part of its holdings of the Issuer's Common Stock in one or more public or private transactions.

Except as set forth in this Item 4, none of JPMP (SBIC), JPM SBIC and Sixty Wall has a present plan or proposal that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, JPMP (SBIC), JPM SBIC and Sixty Wall each reserve the right to propose or participate in future transactions which may result in one or more of such actions, including but not limited to, an extraordinary corporate transaction, such as a merger, reorganization or liquidation, sale of a material amount of assets of the Issuer or its subsidiaries, or other transactions which might have the effect of causing the Issuer's Common Stock to cease to be listed on the NASDAQ National Market System or causing the Common Stock to become eligible for termination of registration, under section 12(g) of the Exchange Act.



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ISSUER: Triton PCS Holdings, Inc.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

JPMP (SBIC) may be deemed the beneficial owner of 11,409,614 shares of Common Stock, which represents 19.76% of the Common Stock as of March 26, 2000. JPMP (SBIC) has the sole voting power and dispositive power with respect to its shares of the Issuers Common Stock. JPM SBIC may be deemed beneficial owner of 9,945,792 shares of Common Stock, which represents 17.22% of the outstanding shares of Common Stock as of March 26, 2000. JPM SBIC has the sole voting power and dispositive power with respect to its shares of Common Stock. Sixty Wall may be deemed the beneficial owner of 86,620 shares of Common Stock, which represents 0.15% of the Common Stock as of March 26, 2000. Sixty Wall has the sole voting power and dispositive power with respect to its shares of Common Stock. Each of JPMP (SBIC), JPM and Sixty Wall disclaims that it is a member of a group with any other persons either for purposes of this Statement or for any other purpose related to its beneficial ownership of the Issuer's securities.

Each of the Reporting Persons is a party to the agreement described in the second paragraph of Item 4 (the "Agreement"), and as such, they may be deemed to be part of a "group" for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, whose members collectively hold more than 5% of the Issuer's Common Stock (a "Group"). Each Reporting Person disclaims membership in any Group and disclaims beneficial ownership of any shares of Common Stock held by any of the other parties to the Agreement or any member of a Group that might be attributed to them by reason of the Agreement. The filing of this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of such shares or that the Reporting Person and any of such other stockholders' constitute such a person or group. Each Reporting Person is not responsible for the accuracy of any information filed in this Statement relating to any Reporting Person other than itself and its related persons or entities.

Except as reported in Item 4 above and incorporated herein by reference, there have been no transactions involving the Issuer's Common Stock during the past sixty days which are required to be reported in this Statement.

No person other than JPMP (SBIC), JPM SBIC and Sixty Wall, has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the Issuer's Common Stock owned beneficially by JPMP (SBIC), JPM SBIC and Sixty Wall.

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

Stockholders Agreement. Each of JPMP (SBIC), JPM SBIC and Sixty Wall are parties to the First Amended and Restated Stockholders Agreement, dated October 27, 1999, by and among the Issuer and certain of its stockholders, a copy of which is attached as Exhibit A hereto and is incorporated by reference herein.

Verbal Agreement. Each of JPMP (SBIC), JPM SBIC and Sixty Wall is a party to the verbal agreement described in the second paragraph of Item 4 of this Statement, which description is incorporated by reference herein in response to this Item.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

SCHEDULE A

Item 2 information for executive officers and directors of JPMP (SBIC) Manager.

SCHEDULE B

Item 2 information for executive officers and directors of Chase Bank.

SCHEDULE C

Item 2 information for executive officers and directors of JPM SBIC.

SCHEDULE D

Item 2 information for executive officers and directors of JPMCC.

SCHEDULE E

Item 2 information for executive officers and directors of Sixty Wall Corp.

SCHEDULE F

Item 2 information for executive officers and directors of JP Morgan Chase.

EXHIBIT A

First Amended and Restated Stockholders Agreement, dated October 27, 1999, by and among Triton PCS Holdings, Inc., AT&T Wireless PCS, L.L.C., and the other parties appearing on the signature pages thereto.

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ISSUER: Triton PCS Holdings, Inc.

CUSIP No. 896775103

SIGNATURE

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.

J.P. MORGAN PARTNERS (23A SBIC), LLC

By: J.P. Morgan Partners  
(23A SBIC Manager), Inc., its  
Managing Member

By: /s/ Arnold L. Chavkin  
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Name: Arnold L. Chavkin  
Title: Executive Vice President

June 6, 2001  
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Date

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SCHEDULE 13D  
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ISSUER: Triton PCS Holdings, Inc.

CUSIP No. 896775103

SIGNATURE

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.

J.P. MORGAN SBIC LLC

By: /s/ James P. Marriott  
-----

Name: James P. Marriott  
Title: Vice President and Secretary

June 6, 2001  
-----

Date

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SCHEDULE 13D

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ISSUER: Triton PCS Holdings, Inc.

CUSIP No. 896775103

SIGNATURE

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.

SIXTY WALL STREET SBIC FUND, L.P.

By: Sixty Wall Street  
SBIC Corporation,  
its General Partner

By: /s/ James P. Marriott  
-----

Name: James P. Marriott  
Title: Vice President and Secretary

June 6, 2001  
-----

Date

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SCHEDULE A

J.P. MORGAN PARTNERS (23A SBIC Manager), Inc.

Executive Officers (1)

President  
Executive Vice President  
Executive Vice President  
Executive Vice President  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director

Jeffrey C. Walker\*  
Mitchell J. Blutt, M.D.\*  
Arnold L. Chavkin\*  
John M.B. O'Connor\*  
John R. Baron\*  
Christopher C. Behrens\*  
David S. Britts\*  
David L. Ferguson\*  
Rodney A. Ferguson\*  
David Gilbert\*  
Evan Graf\*

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Managing Director	Eric A. Green*
Managing Director	Michael R. Hannon*
Managing Director	Donald J. Hofmann, Jr.*
Managing Director	W. Brett Ingersoll*
Managing Director	Alfredo Irigoin*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Thomas G. Mendell*
Managing Director	Stephen P. Murray*
Managing Director	Joao Neiva de Figueiredo, Ph.D.*
Managing Director	Timothy Purcell*
Managing Director	Thomas Quinn*
Managing Director	Peter Reilly*
Managing Director	Robert R. Ruggiero, Jr.*
Managing Director	Susan L. Segal*
Managing Director	Shahan D. Soghikian*
Managing Director	Faith Rosenfeld*
Managing Director	Georg Stratenwerth*
Managing Director	Patrick J. Sullivan*
Managing Director	Kelly Shackelford*
Managing Director	Charles R. Walker*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr.*
Managing Director	Damion E. Wicker, M.D.*
Managing Director	Eric R. Wilkinson*
Senior Vice President	Marcia Bateson*
Vice President and Treasurer	Elisa R. Stein*
Secretary	Anthony J. Horan**
Assistant Secretary	Robert C. Carroll**
Assistant Secretary	Denise G. Connors**

-----  
(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Neiva de Figueiredo, Soghikian and Stratenwerth.

\* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

\*\* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017

Directors (1)

Jeffrey C. Walker\*

-----  
(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Neiva de Figueiredo, Soghikian and Stratenwerth.

\* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas,

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New York, New York 10020.

SCHEDULE B

THE CHASE MANHATTAN BANK

EXECUTIVE OFFICERS (1)

Chairman of the Board	Douglas A. Warner, III*
President and Chief Executive Officer	William B. Harrison Jr. *
Vice Chairman	Geoffrey T. Boisi*
Vice Chairman	David A. Coulter*
Managing Director	Ramon de Oliveira*
Director of Human Resources	John J. Farrell*
Vice Chairman	Walter A. Gubert*
Managing Director	Thomas B. Ketchum*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Vice Chairman	Donald H. Layton*
Vice Chairman	James B. Lee Jr. *
General Counsel	William H. McDavid*
Vice Chairman	Marc J. Shapiro*
Managing Partner	Jeffrey C. Walker**

DIRECTORS (1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Chairman of the Board Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019
M. Anthony Burns	Chairman of the Board and Chief Executive Officer Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
H. Laurence Fuller	Co-Chairman BP Amoco p.l.c. 1111 Warrenville Road, Suite 25 Chicago, Illinois 60563

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-----  
 (1) Each of whom is a United States citizen.

\* Principal occupation is executive officer and/or employee of J.P Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

\*\* Principal occupation is managing partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.	President and Chief Executive Officer The Chase Manhattan Corporation 270 Park Avenue, 8th Floor New York, New York 10017-2070
Helene L. Kaplan	Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP 919 Third Avenue - Room 29-72 New York, New York 10022
John R. Stafford	Chairman, President and Chief Executive Officer American Home Products Corporation 5 Giralda Farms Madison, New Jersey 07940
Douglas A. Warner III	Chairman of the Board J.P. Morgan Chase & Co. 270 Park Avenue New York, New York 10017
Marina v.N. Whitman	Professor of Business Administration and Public Policy The University of Michigan School of Public Policy 411 Lorch Hall, 611 Tappan Street Ann Arbor, MI 48109-1220

SCHEDULE C

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J.P. MORGAN SBIC LLC

EXECUTIVE OFFICERS (1)

President, Chief Executive Officer and Managing Director	Jeffrey C. Walker****
Managing Director	Jorge Albajar*
Managing Director	Marcia Bateson****
Managing Director	Evan M. Graf****
Managing Director	Alfredo M. Irigoin****
Managing Director	Timothy Purcell****
Managing Director	Stephen Skoczylas**
Managing Director	Elisa Stein****
Managing Director	Tira Wannamethee**
Managing Director	Brian F. Watson**
Vice President	Francisco Bosch**
Vice President	Michael L. Campbell**
Vice President	Dominique Chaffard**
Vice President	Kevin Charlton**
Vice President	Alberto Delgado**
Vice President	Martin Friedman**
Vice President	Avi Gilboa**
Vice President and Assistant Secretary	Puneet Gulati*
Vice President	Marc D. Johnson**
Vice President and Assistant Secretary	Sandra King**
Vice President	Stephen King**
Vice President	Dietrich Knoer**
Vice President	Howard Lask**
Vice President and Secretary	James P. Marriott**
Vice President	Christopher Molanphy**
Vice President	Peter M. Reilly**
Vice President	Francisco Silveyra**
Vice President	Robert Velarde**
Assistant Secretary	Matthew Cumiskey*

DIRECTORS (1)

Jeffrey C. Walker\*\*\*\*  
Thomas B. Ketchum\*\*\*  
Ramon de Oliveira\*\*\*

-----

(1) Each of whom is a United States citizen.

\* Principal occupation is director, executive officer or employee of JPM SBIC. Business address is 60 Wall Street, New York, New York 10260

\*\* Principal occupation is director, executive officer or employee of JPMCC. Business address is c/o J.P. Morgan Capital Corporation, 60 Wall Street, New York, New York 10260.

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J.P. MORGAN CAPITAL CORPORATION

	EXECUTIVE OFFICERS (1)
President, Chief Executive Officer and Managing Director	John A. Mayer, Jr.*
Managing Director	Pierre Dupont*
Managing Director	Karl Fooks*
Managing Director	Evan M. Graf`*
Managing Director	Alfredo M. Irigoain*
Managing Director	Martin O'Neil*
Managing Director	Timothy Purcell*
Managing Director	Thomas S. Quinn*
Managing Director	Thomas P. Reagan*
Managing Director	Stephen Skoczylas*
Managing Director	Tira Wannamethee*
Managing Director	Brian F. Watson*
Vice President	Aisaku Suzuki*
Vice President	Francisco Bosch*
Vice President	Michael L. Campbell*
Vice President	Dominique Chaffard*
Vice President	Kevin Charlton*
Vice President	Francisco Churtichaga*
Vice President	Alberto Delgado*
Vice President and Assistant Secretary	Cheryl Eustace*
Vice President	Martin Friedman*
Vice President	Avi Gilboa*
Vice President	Marc D. Johnson*
Vice President and Assistant Secretary	Irena D. Kaufmann*
Vice President	Stephen King*
Vice President	Dietrick Knoer*
Vice President	Howard Lask*
Vice President	Andrew Liu*
Vice President	Caroline Lovelace*
Vice President and Secretary	James P. Marriott*
Vice President	Brian Mathis*
Vice President	Terutomo Mitsumasu*
Vice President	Christopher Molanphy*
Vice President	Nicola Pedroni*
Vice President	Peter M. Reilly*
Vice President	Roberto Rodriguez*
Vice President	Francisco Silveyra*
Vice President	Robert Velarde*
Assistant Secretary	Bee-Ann Benson*
Assistant Secretary	Sandra King*

DIRECTORS (1)

Chairman	John A. Mayer, Jr.*
	Thomas B. Ketchum**
	Clayton S. Rose***
	Ramon de Oliveira**

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(1) Each of whom is a United States citizen.

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\*\*\* Principal occupation is Managing Director of J.P. Morgan Securities, Inc. Business address is c/o J.P. Morgan Securities, Inc., 60 Wall Street, New York, New York 10260.

SCHEDULE E

SIXTY WALL STREET SBIC CORPORATION

EXECUTIVE OFFICERS (1)

President, Chief Executive Officer,	Jeffrey C. Walker****
Managing Director	Marcia Bateson****
Managing Director	Stephen Skoczylas***
Managing Director	Elisa Stein****
Vice President and Assistant Secretary	Sandra King***
Vice President	Howard Lask***
Vice President and Secretary	James P. Marriott***
Assistant Secretary	Matt Cumiskey*****

DIRECTORS (1)

Jeffrey C. Walker\*\*\*\*  
Thomas B. Ketchum\*\*  
Ramon de Oliveira\*\*  
John A. Mayer\*\*\*  
Michael E. Patterson\*

- 
- (1) Each of whom is a United States citizen.
- \* Principal occupation is executive officer or employee of Sixty Wall Corp. Business address is 60 Wall Street, New York, New York 10260.
  - \*\* Principal occupation is director, executive officer or employee of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.
  - \*\*\* Principal occupation is director, executive officer or employee of JPMCC. Business address is c/o J.P. Morgan Capital Corporation, 60 Wall Street, New York, New York 10260.
  - \*\*\*\* Principal occupation is employee and/or partner of JPMP SBIC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10022.
  - \*\*\*\*\* Principal occupation is director, executive officer or employee of JPM SBIC. Business address is 60 Wall Street, New York, New York 10260.

## J.P. MORGAN CHASE &amp; CO.

## EXECUTIVE OFFICERS (1)

Chairman of the Board	Douglas A. Warner, III*
President and Chief Executive Officer	William B. Harrison Jr. *
Vice Chairman	Geoffrey T. Boisi*
Vice Chairman	David A. Coulter*
Managing Director	Ramon de Oliveira*
Director of Human Resources	John J. Farrell*
Vice Chairman	Walter A. Gubert*
Managing Director	Thomas B. Ketchum*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Vice Chairman	Donald H. Layton*
Vice Chairman	James B. Lee Jr. *
General Counsel	William H. McDavid*
Vice Chairman	Marc J. Shapiro*
Managing Partner	Jeffrey C. Walker**

## DIRECTORS (1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Chairman of the Board Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Riley P. Bechtel	Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019
Lawrence A. Bossidy	Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245
M. Anthony Burns	Chairman of the Board and Chief Executive Officer Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166

(1) Each of whom is a United States citizen.

\* Principal occupation is executive officer and/or employee of J.P Morgan Chase & Co. Busines address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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\*\* Principal occupation is managing partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
H. Laurence Fuller	Co-Chairman BP Amoco p.l.c. 1111 Warrenville Road, Suite 25 Chicago, Illinois 60563
Ellen V. Furter	President American Museum of Natural History Central Park West at 79th Street New York, NY 10024
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.	President and Chief Executive Officer The Chase Manhattan Corporation 270 Park Avenue, 8th Floor New York, New York 10017-2070
Helene L. Kaplan	Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP 919 Third Avenue - Room 29-72 New York, New York 10022
Lee R. Raymond	Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation 5959 Las Colinas Boulevard Irving, TX 75039-2298
John R. Stafford	Chairman, President and Chief Executive Officer American Home Products Corporation 5 Giralda Farms Madison, New Jersey 07940
Lloyd D. Ward	Former Chairman of Board and Chief Executive Officer Of Maytag 13338 Lakeshore Drive Clive, Iowa 50325
Douglas A. Warner III	Chairman of the Board

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