

Edgar Filing: DREYERS GRAND ICE CREAM INC - Form SC 13D/A

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

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|                                |     |   |
|--------------------------------|-----|---|
| John H. Myers<br>Director      | USA | Chairman and President<br>GE Investment Corporation<br>3003 Summer Street, 7th Fl.<br>Stamford, CT 06905                            |
| Denis J. Nayden<br>Director    | USA | Chairman and CEO<br>GE Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927   |
| Michael A. Neal<br>Director    | USA | President and COO<br>GE Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927  |
| James A. Parke<br>Director     | USA | Vice Chairman & Chief Financial Officer<br>GE Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927                      |
| Ronald R. Pressman<br>Director | USA | Chairman, President & CEO<br>Employers Reinsurance Corporation<br>5200 Metcalf<br>Overland Park, KS 66204                           |
| Gary M. Reiner<br>Director     | USA | Sr. Vice President & Chief Information Officer<br>General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431           |
| John M. Samuels<br>Director    | USA | Vice President and Senior Counsel, Corporate<br>General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431             |
| Keith S. Sherin<br>Director    | USA | Senior Vice President, Finance & Chief Financial Officer<br>General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 |
| Edward D. Stewart<br>Director  | USA | Executive Vice President<br>GE Capital Corporation<br>1600 Summer Street<br>Stamford, CT 06927                                      |
| John F. Welch, Jr.<br>Director | USA | Chairman and Chief Executive Officer<br>General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                     |
| Robert C. Wright<br>Director   | USA | President and Chief Executive Officer<br>NBC<br>30 Rockefeller Plaza, 52nd Floor<br>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<br>260 Long Ridge Road<br>Stamford, CT 06927   |
| Michael A. Neal<br>President and Chief Operating Officer                   | USA | President and COO<br>GE Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927                                    |
| James A. Parke<br>Vice Chairman and Chief Financial Officer                | USA | Vice Chairman & Chief Financial Officer<br>GE Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927              |
| Ferdinando Beccalli<br>Executive Vice President                            | USA | Executive Vice President<br>General Electric Capital<br>260 Long Ridge Road<br>Stamford, CT 06927                           |
| Edward D. Stewart<br>Executive Vice President                              | USA | Executive Vice President<br>GE Capital Corporation<br>1600 Summer Street<br>Stamford, CT 06927                              |
| Nancy E. Barton<br>Senior Vice President,<br>General Counsel and Secretary | USA | Senior Vice President, General Counsel and Secretary<br>GE Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927 |
| James A. Colica<br>Senior Vice President                                   | USA | Senior Vice President, Global Risk Management<br>GE Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927        |
| Richard D'Avino<br>Senior Vice President, Taxes                            | USA | Senior Vice President, Taxes<br>GE Capital Corporation<br>777 Long Ridge Road<br>Stamford, CT 06927                         |
| Robert L. Lewis<br>Senior Vice President                                   | USA | Senior Vice President, Structured Finance Group<br>GE Capital Corporation<br>120 Long Ridge Road<br>Stamford, CT 06927      |
| David R. Nissen<br>Senior Vice President                                   | USA | Senior Vice President, Global Consumer Finance<br>GE Capital Corporation<br>1600 Summer Street<br>Stamford, CT 06927        |
| Marc J. Saperstein<br>Senior Vice President                                | USA | Senior Vice President, Human Resources<br>General Electric Capital<br>260 Long Ridge Road<br>Stamford, CT 06927             |
| Jeffrey S. Werner<br>Senior Vice President                                 | USA | Sr. Vice President, Corp.Treasury & Global Funding Op.<br>GE Capital Corporation<br>201 High Ridge Road                     |

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Stamford, CT 06927

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

General Electric Capital Services, Inc.

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

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Fairfield, CT 06431

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

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New York, NY 10112

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

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Stamford, CT 06927

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

General Electric Company

DIRECTORS

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

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

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|                 |   |   |
|-----------------|---|---|
| D.A. Warner III | J. P. Morgan & Co., Inc.<br>& Morgan Guaranty Trust Co.<br>60 Wall Street<br>New York, NY 10260 | Chairman of the Board,<br>President, and Chief<br>Executive Officer,<br>J.P. Morgan & Co.<br>Incorporated and Morgan<br>Guaranty Trust Company      |
| J.F. Welch, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Chairman of the Board<br>and Chief Executive<br>Officer, General Electric<br>Company  |
| R. C. Wright    | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112               | Vice Chairman of the Board<br>Executive Officer, General<br>Electric Company; Chairman<br>and Chief Executive Officer<br>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<br>BUSINESS ADDRESS   | PRESENT<br>PRINCIPAL OCCUPATION                      |
|-----------------|---|--|
| J.F. Welch, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Chairman of the Board and<br>Chief Executive Officer |
| J.R. Immelt     | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | President<br>General Electric Company                |
| P.D. Ameen      | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President and Comptrol                          |
| J.R. Bunt       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President and Treasur                           |
| D.C. Calhoun    | General Electric Company<br>1 Neumann Way<br>Cincinnati, OH 05215       | Senior Vice President -<br>GE Aircraft Engines       |
| J.P. Campbell   | General Electric Company<br>Appliance Park<br>Louisville, KY 40225      | Vice President -<br>GE Appliances                    |

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

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

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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.