FOUNDATION CAPITAL MANAGEMENT CO II LLC

Form SC 13G/A February 09, 2006

Notes).

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

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b) AND (c) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

(Amendment No. 1) *
Atheros Communications, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
04743P108
(CUSIP Number)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
[] Rule 13d-1(b)
[] Rule 13d-(c)
[X] Rule 13d-2(b)
*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 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

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CUSIP NO. 04743P108	13 G	Page 2 c

NAMES OF REPORTING PERSONS.

1

	Foundation Capital I	I, L.P.	ABOVE PERSONS (ENTITIES ONLY) 94-3294074		
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A GROUP*	(a)	
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE Delaware, United Sta	OF ORGAN	nerica		
OWN	NUMBER OF SHARES BENEFICIALLY IED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares		
			SHARED VOTING POWER 0 shares		
		7	SOLE DISPOSITIVE POWER 0 shares		
			SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BENI REPORTING PERSON				С
10	CHECK BOX IF THE AGGIEXCLUDES CERTAIN SHALL	REGATE AM RES*			
	PERCENT OF CLASS REPI		BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PE	RSON*			
	* SE	E INSTRUC	TIONS BEFORE FILLING OUT!		
	04743P108		13 G	P	age 3 c
1	NAMES OF REPORTING PRIOR OF THE	N NO. OF	ABOVE PERSONS (ENTITIES ONLY) pals Fund, L.L.C. 94-	-3296579	

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE Delaware, United Sta					
OWNE:	NUMBER OF SHARES BENEFICIALLY D BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares			
			SHARED VOTING POWER 0 shares			
			SOLE DISPOSITIVE POWE 0 shares	R		
		8	SHARED DISPOSITIVE PO	WER		
9	AGGREGATE AMOUNT BEN		OWNED BY EACH			(
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	REGATE AM	OUNT IN ROW (9)			
11	PERCENT OF CLASS REP	 RESENTED	BY AMOUNT IN ROW 9			
12	TYPE OF REPORTING PE					
		* SE	E INSTRUCTIONS BEFORE FIL	LING OUT!		
CUSIP NO.	04743P108		1	3 G	Pa	.ge 4 d
1	Foundation Capital I	N NO. OF I Entrepr	ABOVE PERSONS (ENTITIES O	94-3	301748	
2	CHECK THE APPROPRIAT				(a)	(b)
3	SEC USE ONLY					

(a) (b)

	CITIZENSHIP OR PLACE Delaware, United Sta	tes of Ame	erica		
OWNE	NUMBER OF SHARES BENEFICIALLY ED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER O shares		
			SHARED VOTING POWER 0 shares		
			SOLE DISPOSITIVE POWER 0 shares		
		8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BENI REPORTING PERSON	EFICIALLY			0
10	CHECK BOX IF THE AGGI EXCLUDES CERTAIN SHA	REGATE AMO			
11	PERCENT OF CLASS REP	RESENTED F	BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PE	RSON*			
		* SEF	E INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP NO.	04743P108		 13 G	 Pag	 ge 5 o:
CUSIP NO.	NAMES OF REPORTING P	ERSONS	ABOVE PERSONS (ENTITIES ONLY)	Pag	је 5 о:
	NAMES OF REPORTING PI	ERSONS NN NO. OF A Janagement	ABOVE PERSONS (ENTITIES ONLY) Co. II, L.L.C. 94-3		ge 5 o
12	NAMES OF REPORTING PII.R.S. IDENTIFICATION	ERSONS NN NO. OF A Janagement	ABOVE PERSONS (ENTITIES ONLY) Co. II, L.L.C. 94-3	3294072	

	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares		
OWNE	D BY EACH REPORTING PERSON WITH				
			SHARED VOTING POWER 0 shares		
		7	SOLE DISPOSITIVE POWER 0 shares		
		8			
9	AGGREGATE AMOUNT BEN REPORTING PERSON				0
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	REGATE AM			
11	PERCENT OF CLASS REP		BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PE				
CUSIP NO.	04743P108		13 G	Pa	 age 6 of
1	NAMES OF REPORTING P I.R.S. IDENTIFICATIO Foundation Capital L	N NO. OF	ABOVE PERSONS (ENTITIES ONLY) Fund, L.P. 94-3370925		
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A GROUP*	(a)	(b)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE Delaware, United Sta				
OWNE	NUMBER OF SHARES BENEFICIALLY D BY EACH REPORTING	5	SOLE VOTING POWER 0 shares		

PERSON WITH

		6	SHARED VOTING POWER 0 shares
		7	SOLE DISPOSITIVE POWER 0 shares
		8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFI REPORTING PERSON	CIALLY OW	NED BY EACH
10	CHECK BOX IF THE AGGREG EXCLUDES CERTAIN SHARES		T IN ROW (9)
11	PERCENT OF CLASS REPRES	ENTED BY	AMOUNT IN ROW 9
12	TYPE OF REPORTING PERSC)N*	

CUSIP NO.	04743P108		13 G	Pag	ge 7 of
1		N NO. OF	ABOVE PERSONS (ENTITIES ONLY) Principals Fund, L.L.C.	94-337	7483
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A GROUP*	(a)	(b)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE Delaware, United Sta	OF ORGAN			
OWNE	NUMBER OF SHARES BENEFICIALLY D BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares		
		6 	SHARED VOTING POWER 0 shares		

	/	/	0 shares	
	8		SHARED DISPOSITIVE POWER 0 shares	
9	AGGREGATE AMOUNT BENEFICI REPORTING PERSON	ALLY		0
10	CHECK BOX IF THE AGGREGAT EXCLUDES CERTAIN SHARES*	E AMO		
11	PERCENT OF CLASS REPRESEN	ITED B	Y AMOUNT IN ROW 9	
	TYPE OF REPORTING PERSON*			

CUSIP NO.	04743P108		13 G	Pa	ıge 8 of
1		ON NO. OF ement Co.,	ABOVE PERSONS (ENTITIES ONLY) L.L.C 91-2076858		
2	CHECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP*	(a)	(b)
3	SEC USE ONLY				·
4	CITIZENSHIP OR PLACE Delaware, United Sta		IZATION		
OWNE	NUMBER OF SHARES BENEFICIALLY D BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares		
		6	SHARED VOTING POWER 0 shares		
		7	SOLE DISPOSITIVE POWER 0 shares		

		8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BEN				0
	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	GREGATE AMO	OUNT IN ROW (9)		
 11	PERCENT OF CLASS REF	RESENTED I	BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PE	CRSON*			
		* SEI	E INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP NO.	04743P108		 13 G	Page 9	
1	NAMES OF REPORTING FIR.S. IDENTIFICATION James C. Anderson		ABOVE PERSONS (ENTITIES ONLY)		
2	CHECK THE APPROPRIAT	E BOX IF A	A MEMBER OF A GROUP*		b)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE United States of Ame		IZATION		
OWN	NUMBER OF SHARES BENEFICIALLY IED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER O shares		
	WT 111	6	SHARED VOTING POWER 0 shares		
			SOLE DISPOSITIVE POWER 0 shares		
		8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BEN	EFICIALLY	OWNED BY EACH		

REPORTING PERSON

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12	TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO.	. 04743P108		13 G	Paç	ge 10
1	NAMES OF REPORTING P I.R.S. IDENTIFICATIO William B. Elmore		ABOVE PERSONS (ENTITIES ONLY)		
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A GROUP*	(a)	(b)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE United States of Ame		IZATION		
OWN	NUMBER OF SHARES BENEFICIALLY NED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 82,709 shares		
		6	SHARED VOTING POWER 0 shares		
		7	SOLE DISPOSITIVE POWER 82,709 shares		
		8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BEN REPORTING PERSON	IEFICIALLY	OWNED BY EACH		
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA		10UNT IN ROW (9)		

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12 TYPE OF REPORTING PERSON*

	·	* SEE	INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP NO. ()4743P108 		13 G	 Рас	 ge 11 o
1	NAMES OF REPORTING PE I.R.S. IDENTIFICATION Kathryn C. Gould		BOVE PERSONS (ENTITIES ONLY)		
2	CHECK THE APPROPRIATE	BOX IF A		(a)	(b)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America				
	NUMBER OF SHARES BENEFICIALLY BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares		
		6	SHARED VOTING POWER 0 shares		
		7	SOLE DISPOSITIVE POWER 0 shares		
		8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BENE	EFICIALLY (OWNED BY EACH		0
10	CHECK BOX IF THE AGGR EXCLUDES CERTAIN SHAR	REGATE AMOU	UNT IN ROW (9)		
11	PERCENT OF CLASS REPR				
12	TYPE OF REPORTING PER				

CUSIP	P NO. 04743P108		13 G	Page	e 12
1	NAMES OF REPORTING PE I.R.S. IDENTIFICATION Paul G. Koontz		ABOVE PERSONS (ENTITIES ONLY)		
2	CHECK THE APPROPRIATE			(a)	(b)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE United States of Amer	OF ORGAN			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares		
			SHARED VOTING POWER 0 shares		
		7	SOLE DISPOSITIVE POWER 0 shares		
		8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BENE REPORTING PERSON	FICIALLY	OWNED BY EACH		0
10	CHECK BOX IF THE AGGR EXCLUDES CERTAIN SHAR		OUNT IN ROW (9)		
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PER	LSON*			

CUSIP	P NO. 04743P108		13 G	P	Page 13
1	NAMES OF REPORTING PE I.R.S. IDENTIFICATION Michael N. Schuh		ABOVE PERSONS (ENTITIES ONLY)		
2	CHECK THE APPROPRIATE			(a)	(b)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE United States of Amer		IZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 113,979 shares		
		6	SHARED VOTING POWER 0 shares		
		7	SOLE DISPOSITIVE POWER 113,979 shares		
		8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BENE REPORTING PERSON	EFICIALLY			1:
10	CHECK BOX IF THE AGGF EXCLUDES CERTAIN SHAF		OUNT IN ROW (9)		
11	PERCENT OF CLASS REPF	RESENTED	BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PER	 RSON*			

^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

Adam Grosser	N NO. OF A	ABOVE PERSONS (ENTITIES ONLY) A MEMBER OF A GROUP*	Pa	age 14
I.R.S. IDENTIFICATION Adam Grosser CHECK THE APPROPRIATION	N NO. OF A			
I.R.S. IDENTIFICATION Adam Grosser CHECK THE APPROPRIATION	N NO. OF A			
		A MEMBER OF A GROUP*		
			(a)	(b)
CITIZENSHIP OR PLACE	OF ORGAN			
NUMBER OF SHARES BENEFICIALLY DBY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 101,396 shares		
	6	SHARED VOTING POWER 0 shares		
	7	SOLE DISPOSITIVE POWER 101,396 shares		
	8	SHARED DISPOSITIVE POWER 0 shares		
REPORTING PERSON	EFICIALLY	OWNED BY EACH		
PERCENT OF CLASS REP:	RESENTED	BY AMOUNT IN ROW 9		
TYPE OF REPORTING PE	RSON*			
	CITIZENSHIP OR PLACE United States of Ame: NUMBER OF SHARES BENEFICIALLY D BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENI REPORTING PERSON CHECK BOX IF THE AGGI EXCLUDES CERTAIN SHALE	CITIZENSHIP OR PLACE OF ORGAN. United States of America NUMBER OF 5 SHARES BENEFICIALLY D BY EACH REPORTING PERSON WITH 6 AGGREGATE AMOUNT BENEFICIALLY REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT SHARES*	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America NUMBER OF 5 SOLE VOTING POWER SHARES 101,396 shares BENEFICIALLY D BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 0 shares 7 SOLE DISPOSITIVE POWER 101,396 shares 8 SHARED DISPOSITIVE POWER 0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	United States of America NUMBER OF 5 SOLE VOTING POWER SHARES 101,396 shares BENEFICIALLY D BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 0 shares 7 SOLE DISPOSITIVE POWER 101,396 shares 8 SHARED DISPOSITIVE POWER 0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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Item 1

^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

(a) Name of Issuer: Atheros Communications, Inc. Address of Issuer's Principal Executive Offices: (b) 529 Almanor Avenue Sunnyvale, CA 94085 Item 2 Name of Person(s) Filing: (a) Foundation Capital II, L.P. ("FC2") Foundation Capital II Principals Fund, L.L.C. ("FC2P") Foundation Capital II Entrepreneurs Fund, L.L.C. ("FC2E") Foundation Capital Management Company II, L.L.C. ("FC2M") Foundation Capital Leadership Fund, L.P. ("FCL") Foundation Capital Leadership Principals Fund, L.L.C. ("FCLP") FC Leadership Management Co., L.L.C. ("FCLM") James C. Anderson ("Anderson") William B. Elmore ("Elmore") Kathryn C. Gould ("Gould") Paul G. Koontz ("Koontz") Michael N. Schuh ("Schuh") Adam Grosser ("Grosser") Address of Principal Business Office: (b) c/o Foundation Capital 70 Willow Road, Suite 200 Menlo Park, CA 94025 Citizenship: (C) Entities: FC2 Delaware FC2P Delaware FC2E Delaware FC2M Delaware Delaware FCL FCLP Delaware FCLM Delaware Anderson - United States of America Elmore - United States of Individuals: - United States of America Gould United States of America Koontz United States of America Schuh United States of America Grosser United States of America Title of Class of Securities: Common Stock (d) CUSIP Number: 04743P108 Page 16 of 21

Item 3 Not applicable.

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock of

the issuer by the persons filing this Statement is provided as of December 31, 2005:

	=======		=======		=======	=======================================
Ownership/Power	FC2	FC2P	FC2E	FC2M	FCL	FCLP
Beneficial Ownership	0	0	0	0	0	0
Percentage of Class	0	0	0	0	0	0
Sole Voting Power	0	0	0	0	0	0
Shared Voting Power	0	0	0	0	0	0
Sole Dispositive Power	0	0	0	0	0	0
Shared Dispositive Power	0	0	0	0	0	0
	========		========	========	========	=======================================
Ownership/Power	Anderson	Elmore	Gould	Koontz	Schuh	Grosser
Beneficial Ownership	0	82 , 709	0	0	113,979	101,396
Percentage of Class	0	0.17	0	0	0.23	0.20
Sole Voting Power	0	82 , 709	0	0	113,979	101,396
Shared Voting Power	0	0	0	0	0	0
Sole Dispositive Power	0	82 , 709	0	0	113,979	101,396
Shared Dispositive Power	0	0	0	0	0	0

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

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Item 10 Certification.

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.

Dated: February 7, 2006

/s/ William B. Elmore

William B. Elmore

FOUNDATION CAPITAL MANAGEMENT CO. II, L.L.C.

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II, L.P.

By: Foundation Capital Management Co. II, L.L.C.

its General Partner

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II ENTREPRENEURS FUND, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.

its Manager

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II PRINCIPALS, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.

its Manager

By: /s/ William B. Elmore

. /3/ WIIIIam D. Bimore

Member

FC LEADERSHIP MANAGEMENT CO., L.L.C.

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL LEADERSHIP FUND, L.P.

By: FC Leadership Management Co., L.L.C.

its General Partner

	/s/ William B. Elmore				
	Member				
	ON CAPITAL LEADERSHIP PRINCIPALS FUND, L.L.C. FC Leadership Management Co., L.L.C. its Manager				
	/s/ William B. Elmore				
	Member				
		Page	19	of	21
	s C. Anderson				
	Anderson				
	iam B. Elmore				
	B. Elmore				
	ryn C. Gould				
Kathryn					
	G. Koontz				
Paul G.					
	ael N. Schuh				
Michael					
/s/ Adam	Grosser				
Adam Gro					
		Page	20	of	21
Exhibit(s):				
A:	Joint Filing Statement				
	EXHIBIT A				

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Atheros Communications, Inc. is filed on behalf of each of us.

Dated: February 7, 2006

FOUNDATI	ON CAPITAL MANAGEMENT CO. II, L.L.C.	
-	/s/ William B. Elmore	
	Member	
	ON CAPITAL II, L.P. Foundation Capital Management Co. II, L.L.C. its General Partner	
-	/s/ William B. Elmore	
	Member	
	ON CAPITAL II ENTREPRENEURS FUND, L.L.C. Foundation Capital Management Co. II, L.L.C. its Manager	
	/s/ William B. Elmore	
	Member	
	ON CAPITAL II PRINCIPALS FUND, L.L.C. Foundation Capital Management Co. II, L.L.C. its Manager	
By:	/s/ William B. Elmore	
	Member	
FC LEADE	RSHIP MANAGEMENT CO., L.L.C.	
_	/s/ William B. Elmore	
	Member	
	ON CAPITAL LEADERSHIP FUND, L.P. FC Leadership Management Co., L.L.C. its General Partner	
By:	/s/ William B. Elmore	
	Member	
		Page 21 of 21
FOUNDATI	ON CAPITAL LEADERSHIP PRINCIPALS FUND, L.L.C. FC Leadership Management Co., L.L.C. its Manager	
By:	/s/ William B. Elmore	
	Member	
/ - / - - ·		
/s/ Jame	s C. Anderson	

James C. Anderson

/s/ William B. Elmore
William B. Elmore
/s/ Kathryn C. Gould
Kathryn C. Gould
/s/ Paul G. Koontz
Paul G. Koontz
/s/ Michael N. Schuh
Michael N. Schuh
/s/ Adam Grosser
Adam Grosser