

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.  
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Unchanged.

Item 4. Purpose of Transaction.  
-----

Unchanged.

Item 5. Interest in Securities of the Issuer.  
-----

Item 5 is hereby amended and supplemented by:

FIRST:

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

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

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

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

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

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

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

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

Item 7. Material to be Filed as Exhibits.  
-----

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

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

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

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

Schedules:  
-----

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

EXHIBIT INDEX  
-----

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

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

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

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole  
-----

Name: Jonathan K. Sprole  
Title: Department Operations Manager

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Patrick J. McNeela  
-----

Name: Patrick J. McNeela  
Title: Vice President

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GE INVESTMENT PRIVATE PLACEMENT PARTNERS I,  
LIMITED PARTNERSHIP

By: GE Asset Management Incorporated,  
its General Partner

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

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

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

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

Dated: July 6, 2001

Schedule I

JOINT FILING AGREEMENT

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

Dated: July 6, 2001

GENERAL ELECTRIC CAPITAL CORPORATION

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By: /s/ Jonathan K. Sprole

-----  
Name: Jonathan K. Sprole  
Title: Department Operations Manager

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,  
its Investment Manager

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GE INVESTMENT PRIVATE PLACEMENT PARTNERS I,  
LIMITED PARTNERSHIP

By: GE Asset Management Incorporated,  
its General Partner

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Patrick J. McNeela

-----  
Name: Patrick J. McNeela  
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

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

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

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

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General Electric Capital Corporation  
-----

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

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

Executive Officers

Citizenship

Principal Occupation

-----  
Denis J. Nayden

-----  
USA

-----  
Chairman and CEO

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

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Stamford, CT 06927

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

General Electric Capital Services, Inc.

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



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Fairfield, CT 06431

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

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New York, NY 10112

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

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Stamford, CT 06927

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

General Electric Company

DIRECTORS

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

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

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

### Citizenship of Directors

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

### EXECUTIVE OFFICERS

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

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

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