

G E ASSET MANAGEMENT INC  
Form SC 13D/A  
February 24, 2003

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**Arch Capital Group Ltd.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**G0450A105**

(CUSIP Number)

**Nancy E. Barton, Esq., General Electric Capital Corporation**

**260 Long Ridge Road, Stamford, Connecticut 06927**

**Michael M. Pastore, GE Asset Management Incorporated**

**3003 Summer Street, Stamford, Connecticut 06905**

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

**December 16, 2002**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The information required on this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Exchange Act ) or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

Insurance Private Equity Investors, L.L.C.

I.R.S. #

---

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) x

---

3. SEC Use Only

---

4. Source of Funds\*

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

---

6. Citizenship or Place of Organization

State of Delaware

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8. Shared Voting Power

EACH

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REPORTING

2,828,454

---

PERSON

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

2,828,454

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,828,454

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

9.37% (11.06% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

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14. Type of Reporting Person\*

OO

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

General Electric Pension Trust

I.R.S. #14-6015763

---

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds\*

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization

State of New York

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8. Shared Voting Power

EACH

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REPORTING

2,828,454

---

PERSON

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

2,828,454

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,828,454

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

---

13. Percent of Class Represented by Amount in Row (11)

9.37% (11.06% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

14. Type of Reporting Person\*

EP

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

GE Asset Management Incorporated as Manager of Insurance Private Equity Investors, L.L.C. and as Investment Manager of GEPT (as defined below)

I.R.S. #06-1238874

---

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds\*

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization

State of Delaware

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8. Shared Voting Power

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EACH

REPORTING 2,828,454

---

PERSON 9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

2,828,454

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,828,454

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

---

13. Percent of Class Represented by Amount in Row (11)

9.37% (11.06% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

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14. Type of Reporting Person\*

IA, CO

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

General Electric Company

I.R.S. #14-0689340

---

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds\*

Not Applicable

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization

State of New York

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8. Shared Voting Power

EACH

REPORTING

Disclaimed (see 11 below)

---

PERSON

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

Disclaimed (see 11 below)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Beneficial ownership of all shares disclaimed by General Electric Company.

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

x

Disclaimed (see 11 above)

---

13. Percent of Class Represented by Amount in Row (11)

Not applicable (see 11 above)

---

14. Type of Reporting Person\*

CO

---

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

Orbital Holdings, Ltd.

I.R.S. #

---

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) x

---

3. SEC Use Only

---

4. Source of Funds\*

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

---

6. Citizenship or Place of Organization

Cayman Islands

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8. Shared Voting Power

EACH

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REPORTING

565,690

---

PERSON

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

565,690

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

565,690

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

2.01% (11.06% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

14. Type of Reporting Person\*

CO

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

GE Capital Equity Investments, Ltd.

I.R.S. #

---

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) x

---

3. SEC Use Only

---

4. Source of Funds\*

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

---

6. Citizenship or Place of Organization

Cayman Islands

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8. Shared Voting Power

EACH

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REPORTING

565,690

---

PERSON

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

565,690

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

565,690

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\* ..

---

13. Percent of Class Represented by Amount in Row (11)

2.01% (11.06% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

14. Type of Reporting Person\*

CO

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

General Electric Capital Corporation

I.R.S. #13-1500700

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2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds\*

WC

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization

State of Delaware

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8. Shared Voting Power

EACH

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REPORTING

565,690

---

PERSON

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

565,690

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

565,690

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\* ..

---

13. Percent of Class Represented by Amount in Row (11)

2.01% (11.06% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

14. Type of Reporting Person\*

CO

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**SCHEDULE 13D**

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CUSIP No. G0450A105

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1. Name of Reporting Person

SS. or I.R.S. Identification No. of above person

General Electric Capital Services, Inc.

I.R.S. #06-1109503

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2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds\*

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization

State of Delaware

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY Disclaimed (see 11 below)

---

OWNED BY 8. Shared Voting Power

EACH

REPORTING

0

---

PERSON

9. Sole Dispositive Power

WITH

Disclaimed (see 11 below)

---

10. Shared Dispositive Power

0

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

x

Disclaimed (see 11 above)

---

13. Percent of Class Represented by Amount in Row (11)

Not applicable (see 11 above)

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14. Type of Reporting Person\*

CO

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Reference is made to the Statement on Schedule 13D filed on December 30, 2001 as amended by Amendment No. 1 thereto filed October 4, 2002 (as so amended, the Schedule 13D ) on behalf of General Electric Company, a New York corporation ( GE ), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE ( GEAM ), General Electric Pension Trust, a New York common law trust ( GEPT ), Insurance Private Equity Investors, L.L.C., a Delaware limited liability company and a wholly owned subsidiary of GEPT ( Insurance ), General Electric Capital Services, Inc., a Delaware corporation and directly or indirectly 100% owned by GE ( GECS ), General Electric Capital Corporation, a Delaware corporation and a wholly owned subsidiary of GECS ( GECC ), GE Capital Equity Investments, Ltd., a Cayman Islands corporation and a wholly owned subsidiary of GECC ( GECEI ) and Orbital Holdings, Ltd. a Cayman Islands corporation and a wholly owned subsidiary of GECEI ( Orbital ). GE, GEAM, GEPT, Insurance, GECS, GECC, GECEI and Orbital are sometimes referred to herein individually as a Reporting Person and collectively as the Reporting Persons . Insurance, GEPT, GEAM, Orbital, GECEI, GECC and GECS each expressly disclaim that they are members of a group . GECS disclaims beneficial ownership of all shares held by GECC and its subsidiaries. GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a group . All capitalized terms used without definition in this Amendment No.2 to Schedule 13D shall have the meanings set forth in the Schedule 13D.

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

Item 3 of Schedule 13D is hereby amended and supplemented by adding the following new paragraphs immediately at the end thereof:

On December 16, 2002, in connection with a post-closing audit under the Subscription Agreement, an additional 185,493 Preference Shares were issued to Insurance and an additional 37,099 Preference Shares were issued to Orbital.

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

Item 5 of the Schedule 13D is hereby deleted in its entirety and the following is inserted in lieu thereof:

(a) Each of Insurance, GEPT and GEAM beneficially owns 2,828,454 Common Shares, representing 9.37% of the Common Shares. Each of Orbital, GECEI and GECC beneficially owns 565,690 Common Shares representing 2.01%<sup>2</sup> of the Common Shares. Insurance, GEPT, GEAM, Orbital, GECEI, GECC and GECS each expressly disclaim that they are members of a group as such term is used in Section 13(d)(3) of the Exchange Act. If all of the Reporting Persons Common Shares were aggregated, the Reporting Persons would beneficially own 3,394,144 Common Shares representing 11.06%<sup>3</sup> of the Common Shares.

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<sup>1</sup> This percentage is based on 30,167,241 Common Shares outstanding, calculated by combining the 27,586,184 Common Shares outstanding as of September 30, 2002 as set forth in the Company s Form 10-Q for the quarter then ended with 2,581,057 Common Shares that Insurance will receive on conversion of the Preference Shares.

<sup>2</sup> This percentage is based on 28,102,395 Common Shares outstanding, calculated by combining the 27,586,184 Common Shares outstanding as of September 30, 2002 as set forth in the Company s Form 10-Q for the quarter then ended with 516,211 Common Shares that Orbital will receive on conversion of the Preference Shares.



(b) Insurance, GEAM and GEPT share the power to vote or direct the vote and power to dispose or direct the disposition of, 2,828,454 Common Shares, subject to the restrictions on voting described in Item 6 below. Orbital, GECEI and GECC share the power to vote or direct the vote and power to dispose or direct the disposition of 565,690 Common Shares, subject to the restrictions on voting described in Item 6 below. Both GE and GECS disclaim any voting or dispositive power over the shares beneficially owned by GEPT, GEAM, Insurance, Orbital, GECC or GECEI.

To the best knowledge of the Reporting Persons, no person other than the Reporting Persons has the power to vote or to direct the vote or to dispose or direct the disposition of any of the securities which they may be deemed to beneficially own.

(c) No Reporting Person nor to the best knowledge of each Reporting Person, any person identified in Schedules II through VIII, beneficially owns any shares of Common Stock or has effected any transaction in shares of Common Stock during the preceding 60 days.

(d) No other person except for the Reporting Persons are known to have the rights to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons and covered by this Statement.

(e) Not Applicable.

**Item 7. Materials to Be Filed as Exhibits**

All exhibits to Schedule 13D are hereby incorporated by reference.

**Schedules IV, VI, VII, and VIII.**

Schedules IV, VI, VII and VIII to the Schedule 13D are hereby amended and restated in their entirety as set forth in the revised versions thereof attached hereto.

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<sup>3</sup> This percentage is based on 30,683,452 Common Shares outstanding, calculated by combining the 27,586,184 Common Shares outstanding as of September 30, 2002 as set forth in the Company's Form 10-Q for the quarter then ended with 3,097,268 Common Shares that the Reporting Persons will receive on conversion of the Preference Shares.









**General Electric Company**

The names and principal occupations of the Directors of General Electric Company are as follows:

<u>Name</u>	<u>Present Business Address</u>	<u>Present Principal Occupation</u>
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
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman, General Electric Capital Services, Inc.
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Former Executive Vice President Kraft Foods, Inc.
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	Chairman of the Board and Chief Executive Officer, General Electric Company

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Fairfield, CT 06828

A. Jung

Avon Products, Inc.

Chairman and Chief Executive Officer, Avon Products, Inc.

1345 Avenue of the Americas

New York, NY 10105

A.G. Lafley

The Procter & Gamble Company

Chairman of the Board, President and Chief Executive The Procter & Gamble Company

1 Procter & Gamble Plaza

Cincinnati, Oh 45202-3315

K.G. Langone

Invemed Associates, Inc.

Chairman, President and Chief Executive Officer, Invemed Associates, Inc.

375 Park Avenue

New York, NY 10152

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R.S. Larsen	Johnson & Johnson  100 Albany Street  Suite 200  New Brunswick, NJ 08901	Former Chairman and Chief Executive Officer
R.B. Lazarus	Ogilvy & Mather Worldwide  309 West 49th Street  New York, NY 10019-7316	Chairman and Chief Executive Officer
S. Nunn	King & Spalding  191 Peachtree Street, N.E.  Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation  2555 Telegraph Road  Bloomfield Hills, MI 48302-0954	Chairman of the Board and President, Penske Corporation
G.L. Rogers	General Electric Company  3135 Easton Turnpike  Fairfield, CT 06828	Vice Chairman of the Board and 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 International Corporation
R.J. Swieringa	S.C. Johnson Graduate School  Cornell University  207 Sage Hall  Ithaca, NY 14853-6201	Anne and Elmer Lindseth Dean and Professor of Accounting
D.A. Warner III	J. P. Morgan Chase & Co.,  The Chase Manhattan Bank and  Morgan Guaranty Trust Co. of New York	Former Chairman of the Board

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345 Park Avenue

New York, NY 10154

R.C. Wright

National Broadcasting Company, Inc.

30 Rockefeller Plaza

New York, NY 10112

Vice Chairman of the Board and Executive  
Officer, General Electric Company;  
Chairman and Chief Executive Officer,  
National Broadcasting Company, Inc.

Citizenship

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

The names and principal occupations of the officers of General Electric Company are as follows:

<u>Name</u>	<u>Present Business Address</u>	<u>Present Principal Occupation</u>
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Chairman of the Board and Chief Executive Officer
P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice President and Comptroller
C. T. Begley	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President GE Transportation Systems
D.L. 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	Senior Vice President GE Consumer Products
W.J. Conaty	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Senior Vice President Human Resources
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman, General Electric Capital Services, Inc.
S.C. Donnelly	General Electric Company One Research Circle Niskayuna, NY 12309	Senior Vice President Corporate Research and Development

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M.D. Fraizer

General Electric Company

Senior Vice President GE Insurance

6620 W. Broad Street

Richmond, VA 23230

Y. Fujimori

General Electric Company

Senior Vice President GE Asia

21 Mita 1-chome

Meguro-ku 3d Floor Alto

Tokyo, Japan 153-0062

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A.H. Harper	General Electric Company  260 Long Ridge Road  Stamford, CT 06927	Senior Vice President GE Equipment Management
B.W. Heineman, Jr.	General Electric Company  3135 Easton Turnpike  Fairfield, CT 06828	Senior Vice President General Counsel and Secretary
J.M. Hogan	General Electric Company  P.O. Box 414  Milwaukee, WI 53201	Senior Vice President GE Medical Systems
R.A. Jeffe	General Electric Company  3135 Easton Turnpike  Fairfield, CT 06828	Senior Vice President Corporate Business Development
J. Krenicki	General Electric Company  1 Plastics Avenue  Pittsfield, MA 01201	Senior Vice President GE Plastics
M.A. Neal	General Electric Company  260 Long Ridge Road  Stamford, CT 06927	Senior Vice President GE Commercial Finance
D.R. Nissen	General Electric Company  201 High Ridge Road  Stamford, CT 06905-3417	Senior Vice President GE Consumer Finance
J.A. Parke	General Electric Company  260 Long Ridge Road  Stamford, CT 06927	Senior Vice President General Electric Company Vice Chairman, GE Capital Corporation
R.R. Pressman	General Electric Company  5200 Metcalf Avenue	Senior Vice President Employers Reinsurance Corporation

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Overland Park, KS 66201

G.M. Reiner

General Electric Company

Senior Vice President Chief Information  
Officer

3135 Easton Turnpike

Fairfield, CT 06828

J.G. Rice

General Electric Company

Senior Vice President GE Power Systems

4200 Wildwood Parkway

Atlanta, GA 30339

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G.L. Rogers	General Electric Company  3135 Easton Turnpike  Fairfield, CT 06828	Vice Chairman of the Board and Executive Officer
K.S. Sherin	General Electric Company  3135 Easton Turnpike  Fairfield, CT 06828	Senior Vice President Finance and Chief Financial Officer
L.G. Trotter	General Electric Company  41 Woodford Avenue  Plainville, CT 06062	Senior Vice President GE Industrial Systems
W.A. Woodburn	General Electric Company  187 Danbury Road  Wilton, CT 06897	Senior Vice President GE Specialty Materials
R.C. Wright	National Broadcasting Company, Inc.  30 Rockefeller Plaza  New York, NY 10112	Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman and Chief Executive Officer, National Broadcasting Company, Inc.

Citizenship

Yoshiaki Fujimori	Japan
All Others	U.S.A.

**GE Capital Equity Investments, Ltd.**

DIRECTORS AND SENIOR OFFICERS

<i>Name and Title</i>	<i>Principal Business Address</i>
<b>John L. Flannery</b> <i>Sole Director &amp; President</i>	120 Long Ridge Rd. Stamford, CT 06927
<b>Stephen S. Charles</b> <i>Managing Director, Risk</i>	120 Long Ridge Road Stamford, CT 06927
<b>Daniel Janki</b> <i>Managing Director, Treasurer &amp; CFO</i>	120 Long Ridge Road Stamford, CT 06927
<b>Michael Fisher</b> <i>Managing Director</i>	120 Long Ridge Road Stamford, CT 06927
<b>Jonathan K. Sprole</b> <i>Managing Director, General Counsel &amp; Secretary</i>	120 Long Ridge Road Stamford, CT 06927
<b>William Bradley</b> <i>Vice President, Controller</i>	120 Long Ridge Road Stamford, CT 06927
<b>Ian Sharpe</b> <i>Vice President, Taxes</i>	120 Long Ridge Road Stamford, CT 06927

Citizenship of all Directors and Officers

U.S.A.

**General Electric Capital Corporation**

*Directors*

*Principal Occupation*

**David L. Calhoun**  
*Director*

Chief Executive Officer  
GE Aircraft Engines  
1 Neumann Way  
Cincinnati, OH 45215

**James A. Colica**  
*Director*

Senior Vice President, Global Risk Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Dennis D. Dammerman**  
*Director and Chairman of the Board*

Vice Chairman and Executive Officer  
GE Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Michael D. Fraizer**  
*Director*

President, GE Insurance  
GE Financial Assurance  
6604 W. Broad Street  
Richmond, VA 23230

**Arthur H. Harper**  
*Director*

President, GE Equipment Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Benjamin W. Heineman**  
*Director*

Senior Vice President, General Counsel and  
Secretary  
GE Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Jeffrey R. Immelt**  
*Director*

Chairman and Chief Executive Officer  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Robert A. Jeffe**  
*Director*

Senior Vice President, Corporate Business  
Development  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431



**John H. Myers**  
*Director*

Chairman and President  
GE Investment Corporation  
3003 Summer Street, 7th Fl.  
Stamford, CT 06905

**Michael A. Neal**  
*Director*

President, GE Commercial Finance  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**David R. Nissen**  
*Director*

President, Consumer Finance  
GE Capital Corporation  
1600 Summer Street  
Stamford, CT 06927

**James A. Parke**  
*Director*

Vice Chairman & Chief Financial Officer  
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