

WIRELESS FACILITIES INC  
Form SC 13G/A  
February 07, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
-----

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(AMENDMENT NO. 3) (1)

Wireless Facilities, Inc.

-----  
(Name of Issuer)

Common Stock Par Value \$0.001

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

97653A103

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event which requires filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this  
Schedule is filed:

/ / Rule 13d-1(b)  
/X/ Rule 13d-1(c)  
/ / Rule 13d-1(d)

-----  
(1) 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 the disclosures provided in a prior cover page.

The information required in 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  
Notes).

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Investment Partners IX, Limited Partnership  
06-1556218

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2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
1,933,000 Shares of Common Stock
- Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:
6. Shared Voting Power  
Not applicable
7. Sole Dispositive Power  
1,933,000 Shares of Common Stock
8. Shared Dispositive Power  
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,933,000 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
3.9%
12. Type of Reporting Person\*  
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Oak Associates IX, LLC  
06-1556230
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
Not applicable
- Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:
6. Shared Voting Power  
1,933,000 Shares of Common Stock
7. Sole Dispositive Power  
Not applicable
8. Shared Dispositive Power  
1,933,000 Shares of Common Stock

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,933,000 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
3.9%
12. Type of Reporting Person\*  
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Oak IX Affiliates Fund - A, Limited Partnership  
06-1571899
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
46,400 Shares of Common Stock
6. Shared Voting Power  
Not applicable
7. Sole Dispositive Power  
46,400 Shares of Common Stock
8. Shared Dispositive Power  
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
46,400 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
0.1%
12. Type of Reporting Person\*  
PN

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1. Names of Reporting Persons

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I.R.S. Identification Nos. of Above Persons (entities only)

Oak IX Affiliates Fund, Limited Partnership  
06-1556229

2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
20,600 Shares of Common Stock
- Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:
6. Shared Voting Power  
Not applicable
7. Sole Dispositive Power  
20,600 Shares of Common Stock
8. Shared Dispositive Power  
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
20,600 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person\*  
PN

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Oak IX Affiliates, LLC  
06-1556233
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
Not applicable
- Number of  
Shares  
Beneficially
6. Shared Voting Power  
67,000 Shares of Common Stock

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- Owned by Each Reporting Person With:
- 7. Sole Dispositive Power  
Not applicable
  - 8. Shared Dispositive Power  
67,000 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
67,000 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
0.1%
12. Type of Reporting Person\*  
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Oak Investment Partners X, Limited Partnership  
06-1601019
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
8,877,604 Shares of Common Stock
- Number of Shares Beneficially Owned by Each Reporting Person With:
- 6. Shared Voting Power  
Not applicable
  - 7. Sole Dispositive Power  
8,877,604 Shares of Common Stock
  - 8. Shared Dispositive Power  
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,877,604 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
15.6%
12. Type of Reporting Person\*  
PN

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Oak Associates X, LLC  
06-1630661
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
Not applicable
6. Shared Voting Power  
8,877,604 Shares of Common Stock
7. Sole Dispositive Power  
Not applicable
8. Shared Dispositive Power  
8,877,604 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,877,604 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
15.6%
12. Type of Reporting Person\*  
OO-LLC

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Oak X Affiliates Fund, Limited Partnership  
06-1622220
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power

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142,466 Shares of Common Stock

- Number of Shares Beneficially Owned by Each Reporting Person With:
- 6. Shared Voting Power  
Not applicable
  - 7. Sole Dispositive Power  
142,466 Shares of Common Stock
  - 8. Shared Dispositive Power  
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
142,466 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
0.3%
12. Type of Reporting Person\*  
PN

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)
- Oak X Affiliates, LLC  
06-1630662
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
Not applicable
- Number of Shares Beneficially Owned by Each Reporting Person With:
- 6. Shared Voting Power  
142,466 Shares of Common Stock
  - 7. Sole Dispositive Power  
Not applicable
  - 8. Shared Dispositive Power  
142,466 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
142,466 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
0.3%

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12. Type of Reporting Person\*  
OO-LLC

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Oak Management Corporation  
06-0990851

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

(a) / /

(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power  
Not applicable

Number of  
Shares

6. Shared Voting Power  
11,020,070 Shares of Common Stock

Beneficially  
Owned by Each  
Reporting  
Person With:

7. Sole Dispositive Power  
Not applicable

8. Shared Dispositive Power  
11,020,070 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,020,070 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\*

/ /

11. Percent of Class Represented by Amount in Row (9)

18.6%

12. Type of Reporting Person\*

CO

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Bandel L. Carano

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

(a) / /

(b) /X/

3. SEC Use Only



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4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
0 Shares of Common Stock
- Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:
6. Shared Voting Power  
11,020,070 Shares of Common Stock
7. Sole Dispositive Power  
0 Shares of Common Stock
8. Shared Dispositive Power  
11,020,070 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,020,070 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
18.6%
12. Type of Reporting Person\*  
IN

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Gerald R. Gallagher
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
Not applicable
- Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:
6. Shared Voting Power  
2,000,000 Shares of Common Stock
7. Sole Dispositive Power  
Not applicable
8. Shared Dispositive Power  
2,000,000 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,000,000 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /

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11. Percent of Class Represented by Amount in Row (9)  
4.0%

12. Type of Reporting Person\*  
IN

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)

Edward F. Glassmeyer

2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization  
United States

5. Sole Voting Power  
Not applicable

Number of Shares Beneficially Owned by Each Reporting Person With:  
6. Shared Voting Power  
11,020,070 Shares of Common Stock

7. Sole Dispositive Power  
Not applicable

8. Shared Dispositive Power  
11,020,070 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,020,070 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /

11. Percent of Class Represented by Amount in Row (9)  
18.6%

12. Type of Reporting Person\*  
IN

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1. Names of Reporting Persons  
I.R.S. Identifying Nos. of Above Persons (entities only)

Fredric W. Harman

2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/

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3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
Not applicable
- Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:
6. Shared Voting Power  
11,020,070 Shares of Common Stock
7. Sole Dispositive Power  
Not applicable
8. Shared Dispositive Power  
11,020,070 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,020,070 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
18.6%
12. Type of Reporting Person\*  
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
Ann H. Lamont
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
Not applicable
- Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:
6. Shared Voting Power  
11,020,070 Shares of Common Stock
7. Sole Dispositive Power  
Not applicable
8. Shared Dispositive Power  
11,020,070 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,020,070 Shares of Common Stock

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
18.6%
12. Type of Reporting Person\*  
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
  
David B. Walrod
2. Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization  
United States

5. Sole Voting Power  
Not applicable
- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power  
9,020,070 Shares of Common Stock
7. Sole Dispositive Power  
Not applicable
8. Shared Dispositive Power  
9,020,070 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,020,070 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\* / /
11. Percent of Class Represented by Amount in Row (9)  
15.8%
12. Type of Reporting Person\*  
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13G  
Amendment No. 3\*  
Common Stock Par Value \$0.001  
CUSIP No. 97653A103

ITEM 1(a) NAME OF ISSUER:

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Wireless Facilities, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
4810 Eastgate Mall  
San Diego, California 92121

ITEM 2(a) NAME OF PERSON FILING:

Oak Investment Partners IX, Limited Partnership  
Oak Associates IX, LLC  
Oak IX Affiliates Fund - A, Limited Partnership  
Oak IX Affiliates Fund, Limited Partnership  
Oak IX Affiliates, LLC  
Oak Investment Partners X, Limited Partnership  
Oak Associates X, LLC  
Oak X Affiliates Fund, Limited Partnership  
Oak X Affiliates, LLC  
Oak Management Corporation  
Bandel L. Carano  
Gerald R. Gallagher  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont  
David B. Walrod

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Oak Management Corporation  
One Gorham Island  
Westport, Connecticut 06880

ITEM 2(c) CITIZENSHIP:

Please refer to Item 4 on each cover sheet for each filing person.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common stock, par value \$0.001 per share

ITEM 2(e) CUSIP NUMBER: 97653A103

ITEM 3 Not applicable

ITEM 4 OWNERSHIP.

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The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 48,187,337 shares of Common Stock outstanding as of November 7, 2002, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2002, plus shares issuable upon exercise of options to acquire Common Stock and upon the conversion of Series A Preferred Stock and Series B Preferred Stock as described herein.

Amounts shown as beneficially owned by each of Oak Investment Partners X, Limited Partnership ("Oak Investment X"), Oak Associates X, LLC, Oak Management Corporation ("Oak Management"), Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable options to purchase 19,684 shares of Common Stock, which may be deemed to be

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held by Bandel L. Carano on behalf of Oak Investment X, (ii) the 6,889,520 shares of Common Stock into which the shares of Series A Preferred Stock held by Oak Investment X may be converted, and (iii) the 1,968,400 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Investment X may be converted.

Amounts shown as beneficially owned by each of Oak X Affiliates Fund, Limited Partnership ("Oak Affiliates X"), Oak X Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable options to purchase 316 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Affiliates X, (ii) the 110,550 shares of Common Stock into which the shares of Series A Preferred Stock held by Oak Affiliates X may be converted, and (iii) the 31,600 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Affiliates X may be converted.

Amounts shown as beneficially owned by each of Oak Investment Partners IX, Limited Partnership ("Oak Investment IX"), Oak Associates IX, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the 1,933,000 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Investment IX may be converted.

Amounts shown as beneficially owned by each of Oak IX Affiliates Fund-A, Limited Partnership ("Oak Affiliates-A IX"), Oak IX Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the 46,400 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Affiliates-A IX may be converted.

Amounts shown as beneficially owned by each of Oak IX Affiliates Fund, Limited Partnership ("Oak Affiliates IX"), Oak IX Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the 20,600 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Affiliates IX may be converted.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

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### 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: / /

### ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

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ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10 CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

SIGNATURE:

Dated: February 7, 2003

Entities:

Oak Investment Partners IX, Limited Partnership  
Oak Associates IX, LLC  
Oak IX Affiliates Fund - A, Limited Partnership  
Oak IX Affiliates Fund, Limited Partnership  
Oak IX Affiliates, LLC  
Oak Investment Partners X, Limited Partnership  
Oak Associates X, LLC  
Oak X Affiliates Fund, Limited Partnership  
Oak X Affiliates, LLC  
Oak Management Corporation

By: /s/ Edward F. Glassmeyer

-----  
Edward F. Glassmeyer, as  
General Partner or  
Managing Member or as  
Attorney-in-fact for the  
above-listed entities

Individuals:

Bandel L. Carano  
Gerald R. Gallagher  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont  
David B. Walrod

By: /s/ Edward F. Glassmeyer

-----  
Edward F. Glassmeyer,  
Individually and as  
Attorney-in-fact for the  
above-listed individuals

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