

WIRELESS FACILITIES INC
Form SC 13G/A
May 24, 2002

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. 2) (1)

WIRELESS FACILITIES, INC.

(Name of Issuer)

COMMON STOCK PAR VALUE \$0.001

(Title of Class of Securities)

97653A103

(CUSIP Number)

MAY 16, 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)
 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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Cusip No. 97653A103

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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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	1,933,000 Shares of Common Stock
	(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)

3.89%

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 IX, LLC
06-1556230

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

(a)

(b)

3. SEC Use Only
-

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(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

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)

3.89%

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 IX Affiliates Fund - A, Limited Partnership
06-1571899

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(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)

0.10%

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 Fund, Limited Partnership
06-1556229

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	20,600 Shares of Common Stock
	(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)

0.04%

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)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(6) Shared Voting Power	67,000 Shares of Common Stock
	(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)

0.14%

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 Investment Partners X, Limited Partnership
06-1601019

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	8,877,604 Shares of Common Stock
	(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)

15.69%

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)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(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)

15.69%

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)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	142,466 Shares of Common Stock
	(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)

0.30%

12. Type of Reporting Person*

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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)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(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)

0.30%

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)

3. SEC Use Only
-

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(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)

18.77%

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)

3. SEC Use Only
-

4. Citizenship or Place of Organization

United States

Number of Shares	(5) Sole Voting Power	5,582 Shares of Common Stock
Beneficially Owned by Each		
Reporting Person With:	(6) Shared Voting Power	11,020,070 Shares of Common Stock
	(7) Sole Dispositive Power	5,582 Shares of Common Stock
	(8) Shared Dispositive Power	11,020,070 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

11,025,652 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)

18.78%

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)

3. SEC Use Only
-

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(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*
-

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

4.02%

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)

3. SEC Use Only
-

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(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)

18.77%

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)

Fredric W. Harman

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

(a)

(b)

3. SEC Use Only
-

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(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)

18.77%

12. Type of Reporting Person*

IN

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1. Names of Reporting Persons

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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)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:	(5) Sole Voting Power	Not applicable
	(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)

18.77%

12. Type of Reporting Person*

IN

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1. Names of Reporting Persons

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

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only)

David B. Walrod

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares	(5) Sole Voting Power	Not applicable
Beneficially Owned by Each	(6) Shared Voting Power	9,020,070 Shares of Common Stock
Reporting Person With:	(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)

15.90%

12. Type of Reporting Person*

IN

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Schedule 13G
Amendment No. 2*
Common Stock Par Value \$0.001

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CUSIP No. 97653A103

ITEM 1(a) NAME OF ISSUER:
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

* New Reporting Entity

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

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ITEM 4 OWNERSHIP.

On May 16, 2002, Oak Investment Partners X, Limited Partnership ("Oak Investment X"), Oak X Affiliates Fund, Limited Partnership ("Oak Affiliates X"), Oak Investment Partners IX, Limited Partnership ("Oak Investment IX"), Oak IX Affiliates Fund-A, Limited Partnership ("Oak Affiliates-A IX") and Oak IX Affiliates Fund, Limited Partnership ("Oak Affiliates IX") entered into a preferred stock purchase agreement with the Issuer and other investors in connection with a private placement of Series B Preferred Stock by the Issuer.

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Pursuant to such agreement the Oak Entities have agreed to purchase an aggregate of \$20 million of shares of Series B Preferred Stock. Each share of Series B Preferred Stock is initially convertible into one hundred shares of common stock, subject to further adjustment. Under the terms of the preferred stock purchase agreement, the closing of the private placement shall occur no later than May 30, 2002.

The Reporting Entities are filing this Amendment No. 2 to reflect the addition of the new Reporting Entities listed in Item 2 and to disclose the pending, unconsummated transaction described in the previous paragraph.

The approximate percentages of shares of common stock reported as beneficially owned by the Reporting Entities is based upon 47,696,011 shares of common stock outstanding as of May 10, 2002, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 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 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 held by Bandel L. Carano on behalf of Oak Investment X, (ii) the 6,263,200 shares of common stock into which the shares of Series A Preferred Stock held by Oak Investment X may be converted, (iii) the 626,320 shares of common stock into which the shares of Series A Preferred Stock to be received by Oak Investment X in connection with the private placement described above may be converted, and (iv) the 1,968,400 shares of common stock into which the shares of Series B Preferred Stock to be purchased in the private placement described above by Oak Investment X may be converted.

Amounts shown as beneficially owned by each of 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 100,500 shares of common stock into which the shares of Series A Preferred Stock held by Oak Affiliates X may be converted, (iii) the 10,500 shares of common stock into which the shares of Series A Preferred Stock to be received by Oak Affiliates X in connection with the private placement described above may be converted, and (iv) the 31,600 shares of common stock into which the shares of Series B Preferred Stock to be purchased in the private placement described above by Oak Affiliates X may be converted.

Amounts shown as beneficially owned by each of 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 to be purchased in the private placement described above by Oak Investment IX may be converted.

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Amounts shown as beneficially owned by each of 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 to be purchased in the private placement described above by Oak Affiliates-A IX may be

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converted.

Amounts shown as beneficially owned by each of 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 to be purchased in the private placement described above by Oak Affiliates IX may be converted.

Amounts shown as beneficially owned by Bandel L. Carano include 5,582 shares of common stock held by Mr. Carano.

By making this filing, the Reporting Entities 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 Entity 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.

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

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.

Not applicable

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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: May 24, 2002

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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

Cusip No. 97653A103

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(Power of attorney with respect to all other Reporting Entities previously filed.)	