

Edgar Filing: CROSS COUNTRY INC - Form SC 13G/A

CROSS COUNTRY INC  
Form SC 13G/A  
February 13, 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.2)1

Cross Country, Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.0001 per Share

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

22748P105

-----  
(CUSIP Number)

October 24, 2001

-----  
(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 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

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|  |    |                          |           |
|--|----|--------------------------|-----------|
|  | 5. | SOLE VOTING POWER        | -0-       |
| NUMBER OF<br>SHARES  | 6. | SHARED VOTING POWER      | 4,390,473 |
| BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7. | SOLE DISPOSITIVE POWER   | -0-       |
|  | 8. | SHARED DISPOSITIVE POWER | 4,390,473 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,390,473

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES [ ]  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.4%

12. TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY VENTURE CAPITAL III, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 435,209

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 435,209

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

435,209

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.3%

12. TYPE OF REPORTING PERSON\*

CO, IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY VENTURE PARTNERS III, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

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|   |       |                          |         |
|---|-------|--------------------------|---------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | ----- |                          | -----   |
|   | 6.    | SHARED VOTING POWER      | 435,209 |
|   | 7.    | SOLE DISPOSITIVE POWER   | -0-     |
|   | 8.    | SHARED DISPOSITIVE POWER | 435,209 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
435,209

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.3%

12. TYPE OF REPORTING PERSON\*  
CO, IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
MORGAN STANLEY VENTURE PARTNERS III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|   |    |                        |         |
|---|----|------------------------|---------|
|   |    |                        |         |
|   | 5. | SOLE VOTING POWER      | -0-     |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6. | SHARED VOTING POWER    | 381,845 |
|   | 7. | SOLE DISPOSITIVE POWER | -0-     |

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8. SHARED DISPOSITIVE POWER 381,845

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
381,845

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES [ ]  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.2%

12. TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
MORGAN STANLEY VENTURE INVESTORS III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
6. SHARED VOTING POWER 36,668

BENEFICIALLY  
OWNED BY  
EACH  
7. SOLE DISPOSITIVE POWER -0-

REPORTING  
PERSON WITH  
8. SHARED DISPOSITIVE POWER 36,668

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
36,668

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10. CHECK BOX 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

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

THE MORGAN STANLEY VENTURE PARTNERS ENTREPRENEUR FUND, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 16,696

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 16,696

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,696

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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less than 0.1%

12. TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MSDW CAPITAL PARTNERS IV, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |                             |           |
|---|-----------------------------|-----------|
|   | 5. SOLE VOTING POWER        | -0-       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6. SHARED VOTING POWER      | 3,955,264 |
|   | 7. SOLE DISPOSITIVE POWER   | -0-       |
|   | 8. SHARED DISPOSITIVE POWER | 3,955,264 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,955,264

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.1%

12. TYPE OF REPORTING PERSON\*

CO, IA

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MSDW CAPITAL PARTNERS IV, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 3,955,264

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 3,955,264

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,955,264

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES [ ]  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.1%

12. TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
MORGAN STANLEY DEAN WITTER CAPITAL PARTNERS IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

|   |                             |           |
|---|-----------------------------|-----------|
|   | 5. SOLE VOTING POWER        | -0-       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6. SHARED VOTING POWER      | 3,464,045 |
|   | 7. SOLE DISPOSITIVE POWER   | -0-       |
|   | 8. SHARED DISPOSITIVE POWER | 3,464,045 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
3,464,045

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES [ ]  
CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
10.6%

12. TYPE OF REPORTING PERSON\*  
  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
MSDW IV 892 INVESTORS, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER 371,760

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 371,760

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

371,760

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.1%

12. TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

|   |  |                          |         |
|---|--|--------------------------|---------|
|   | 5.   | SOLE VOTING POWER        | -0-     |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6.   | SHARED VOTING POWER      | 119,459 |
|   | 7.   | SOLE DISPOSITIVE POWER   | -0-     |
|   | 8.   | SHARED DISPOSITIVE POWER | 119,459 |
| 9.  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON             |                          |         |
|   | 119,459  |                          |         |
| 10.   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES* |                          | [ ]     |
| 11.   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                          |                          |         |
|   | 0.4%   |                          |         |
| 12.   | TYPE OF REPORTING PERSON*  |                          |         |
|   | PN   |                          |         |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

Cross Country, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

6551 Park of Commerce Blvd., N.W., Suite 200, Boca Raton, FL 33487

Item 2(a). Name of Person Filing:

This statement is filed jointly on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Morgan Stanley ("MS")

Morgan Stanley Venture Capital III, Inc. ("MSVC III, Inc.")

Morgan Stanley Venture Partners III, L.L.C. ("MSVP III, L.L.C.")

Morgan Stanley Venture Partners III, L.P. ("MSVP III, L.P.")

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Morgan Stanley Venture Investors III, L.P. ("MSVI III, L.P.")

The Morgan Stanley Venture Partners Entrepreneur Fund, L.P. (the "Entrepreneur Fund")

MSDW Capital Partners IV, Inc. ("MSDWCP IV, Inc.")

MSDW Capital Partners IV, LLC ("MSDWCP IV, LLC")

Morgan Stanley Dean Witter Capital Partners IV, L.P. ("MSDWCP IV, L.P.")

MSDW IV 892 Investors, L.P. ("MSDW IV 892, L.P.")

Morgan Stanley Dean Witter Capital Investors IV, L.P. ("MSDWCP IV, L.P.")

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of MS, MSVC III, Inc., MSVP III, L.L.C., MSVP III, L.P., MSVI III, L.P., the Entrepreneur Fund, MSDWCP IV, Inc., MSDWCP IV, LLC, MSDWCP IV, L.P., MSDW IV 892, L.P. and MSDWCPI IV, L.P. is:

1585 Broadway  
New York, New York 10036

Item 2(c). Citizenship:

The citizenship of MS, MSVC III, Inc., MSVP III, L.L.C., MSVP III, L.P., MSVI III, L.P., the Entrepreneur Fund, MSDWCP IV, Inc., MSDWCP IV, LLC, MSDWCP IV, L.P., MSDW IV 892, L.P. and MSDWCPI IV, L.P. is Delaware.

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Item 2(d). Title of Class of Securities:

This statement relates to the Company's Common Stock, par value \$0.0001 per share (the "Shares").

Item 2(e). CUSIP Number:

22748P105

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

### Item 4. Ownership.

The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table in Item 4(c) below.

(a) Amount beneficially owned:

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As of December 31, 2002: (i) MSVP III, L.P. owned directly 381,845 Shares; (ii) MSVI III, L.P. owned directly 36,668 Shares; (iii) the Entrepreneur Fund owned directly 16,696 Shares; (iv) MSDWCP IV, L.P. owned directly 3,464,045 Shares; (v) MSDW IV 892, L.P. owned directly 371,760 Shares; and (vi) MSDWCPI IV, L.P. owned directly 119,459 Shares.

MSVP III, L.L.C. is the general partner of MSVP III, L.P., MSVI III, L.P. and the Entrepreneur Fund (collectively, "Funds III"), and, as such, has the power to vote or direct the vote and to dispose or direct the disposition of all Shares held by Funds III. MSVC III, Inc. is the institutional managing member of MSVP III, L.L.C., and, as such, shares, together with the remaining managing members, the power to direct the actions of MSVP III, L.L.C. MS, as the sole shareholder of MSVC III, Inc., controls the actions of MSVC III, Inc. Therefore, MSVP III, L.L.C. and MSVC III, Inc. each may be deemed to have beneficial ownership of the 435,209 Shares held collectively by Funds III.

MSDWCP IV, LLC is the general partner of MSDWCP IV, L.P., MSDW IV 892, L.P. and MSDWCI IV, L.P. (collectively, "Funds IV") and, as such, has the power to vote or direct the vote and to dispose or direct the disposition of all Shares held by Funds IV. MSDWCP IV, Inc. is the institutional managing member of MSDWCP IV, LLC, and, as such, shares together with the remaining managing members, the power to direct the actions of MSDWCP IV, LLC. MS, as the sole shareholder of MSDWCP IV, Inc., controls the actions of MSDWCP IV, Inc. Therefore, MSDWCP IV, LLC and MSDWCP IV, Inc. each may be deemed to have beneficial ownership of the 3,955,264 Shares held by Funds IV.

Therefore, MS may be deemed to have beneficial ownership of the 435,209 Shares held by Funds III and the 3,955,264 Shares held by Funds IV.

MS is filing solely in its capacity as parent company of, and indirect

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beneficial owner of securities held by, one of its business units.

(b) Percent of class: (1)

|   |                              |
|---|------------------------------|
| Morgan Stanley  | 13.4% of the Shares          |
| Morgan Stanley Venture Capital III, Inc.                    | 1.3% of the Shares           |
| Morgan Stanley Venture Partners III, L.L.C.                 | 1.3% of the Shares           |
| Morgan Stanley Venture Partners III, L.P.                   | 1.2% of the Shares           |
| Morgan Stanley Venture Investors III, L.P.                  | 0.1% of the Shares           |
| The Morgan Stanley Venture Partners Entrepreneur Fund, L.P. | less than 0.1% of the Shares |
| MSDW Capital Partners IV, Inc.                              | 12.1% of the Shares          |
| MSDW Capital Partners IV, LLC                               | 12.1% of the Shares          |
| Morgan Stanley Dean Witter Capital Partners IV, L.P.        | 10.6% of the Shares          |
| MSDW IV 892 Investors, L.P.                                 | 1.1% of the Shares           |
| Morgan Stanley Dean Witter Capital Investors IV, L.P.       | 0.4% of the Shares           |

-----

(1) Based on the 32,648,266 Shares reported to be outstanding as of October 31, 2002 on the Form 10-Q filed with the SEC, for the quarter ended September 30, 2002.

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(c) Number of shares as to which such person has:

|   | (i)<br>Sole power<br>to vote or to<br>direct the vote | (ii)<br>Shared power<br>to vote or<br>to direct the vote | (iii)<br>Sole power<br>to dispose or<br>to direct the<br>disposition of | (iv)<br>Shared power<br>to dispose<br>or to direct<br>the disposition |
|---|---|--|---|---|
|   | -----   | -----  | -----   | -----   |
| Morgan Stanley                              | - 0 -   | 4,390,473  | - 0 -   | 4,390,473   |
| Morgan Stanley Venture Capital III, Inc.    | - 0 -   | 435,209  | - 0 -   | 435,209   |
| Morgan Stanley Venture Partners III, L.L.C. | - 0 -   | 435,209  | - 0 -   | 435,209   |
| Morgan Stanley Venture Partners III, L.P.   | - 0 -   | 381,845  | - 0 -   | 381,845   |
| Morgan Stanley Venture Partners III, L.P.   | - 0 -   | 36,668   | - 0 -   | 36,668  |

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Investors III, L.P.

|   |       |           |       |        |
|---|-------|-----------|-------|--------|
| The Morgan Stanley<br>Venture Partners<br>Entrepreneur Fund, L.P. | - 0 - | 16,696    | - 0 - | 16,    |
| MSDW Capital Partners<br>IV, Inc.                                 | - 0 - | 3,955,264 | - 0 - | 3,955, |
| MSDW Capital Partners<br>IV, LLC                                  | - 0 - | 3,955,264 | - 0 - | 3,955, |
| Morgan Stanley Dean<br>Witter Capital Partners<br>IV, L.P.        | - 0 - | 3,464,045 | - 0 - | 3,464, |
| MSDW IV 892<br>Investors, L.P.                                    | - 0 - | 371,760   | - 0 - | 371,7  |
| Morgan Stanley Dean<br>Witter Capital Investors<br>IV, L.P.       | - 0 - | 119,459   | - 0 - | 119,4  |

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 or Control Person.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2003

MORGAN STANLEY

By: /s/ Dennine Bullard

-----  
Name: Dennine Bullard  
Title: Authorized Signatory

MORGAN STANLEY VENTURE CAPITAL III,  
INC.

By: /s/ Debra Abramovitz

-----  
Name: Debra Abramovitz  
Title: Executive Director

MORGAN STANLEY VENTURE PARTNERS III,  
L.L.C.

By: Morgan Stanley Venture Capital III,  
Inc., as Institutional Managing  
Member

By: /s/ Debra Abramovitz

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Name: Debra Abramovitz  
Title: Executive Director

MORGAN STANLEY VENTURE PARTNERS III,  
L.P.

By: Morgan Stanley Venture Partners III,  
L.L.C., as General Partner

By: Morgan Stanley Venture Capital III,  
Inc., as Institutional Managing  
Member of the General Partner

By: /s/ Debra Abramovitz

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Name: Debra Abramovitz  
Title: Executive Director

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MORGAN STANLEY VENTURE INVESTORS III,  
L.P.

By: Morgan Stanley Venture Partners III,  
L.L.C., as General Partner

By: Morgan Stanley Venture Capital III,

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Inc., as Institutional Managing  
Member of the General Partner

By: /s/ Debra Abramovitz

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Name: Debra Abramovitz  
Title: Executive Director

THE MORGAN STANLEY VENTURE PARTNERS  
ENTREPRENEUR FUND, L.P.  
By: Morgan Stanley Venture Partners III,  
L.L.C., as General Partner  
By: Morgan Stanley Venture Capital III,  
Inc., as Institutional Managing  
Member of the General Partner

By: /s/ Debra Abramovitz

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Name: Debra Abramovitz  
Title: Executive Director

MSDW CAPITAL PARTNERS IV, INC.

By: /s/ Karen H. Bechtel

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Name: Karen H. Bechtel  
Title: Managing Director

MSDW CAPITAL PARTNERS IV, LLC  
By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member

By: /s/ Karen H. Bechtel

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Name: Karen H. Bechtel  
Title: Managing Director

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MORGAN STANLEY DEAN WITTER CAPITAL  
PARTNERS IV, L.P.  
By: MSDW Capital Partners IV, LLC,  
as General Partner  
By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member  
of the General Partner

By: /s/ Karen H. Bechtel

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Name: Karen H. Bechtel  
Title: Managing Director

MSDW IV 892 INVESTORS, L.P.  
By: MSDW Capital Partners IV, LLC,  
as General Partner

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By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member  
of the General Partner

By: /s/ Karen H. Bechtel

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Name: Karen H. Bechtel  
Title: Managing Director

MORGAN STANLEY DEAN WITTER CAPITAL  
INVESTORS IV, L.P.

By: MSDW Capital Partners IV, LLC,  
as General Partner

By: MSDW Capital Partners IV, Inc.,  
as Institutional Managing Member  
of the General Partner

By: /s/ Karen H. Bechtel

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Name: Karen H. Bechtel  
Title: Managing Director