REGENCY CENTERS CORP
Form SC 13D
December 26, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. __)

REGENCY CENTERS CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE $0.01 PER SHARE — 758849 10 3
(Title of class of securities) — (CUSIP number)

NANCY E. BARTON, ESQ.
GENERAL ELECTRIC CAPITAL CORPORATION
260 LONG RIDGE ROAD
STAMFORD, CONNECTICUT 06927
(203) 357-4000
(Name, address and telephone number of person authorized to receive notices and communications)

WITH A COPY TO:

RAYMOND O. GIETZ, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153

DECEMBER 14, 2001
(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(e), 13d-1(f) or 13d-1(g), 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(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "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.)

(Continued on following pages)

CUSIP number	758849 10 3	13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	EB ACQUISITION C
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS: NOT APPLICABLE	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	MARYLAND

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER:

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	TYPE OF REPORTING PERSON: CO

CUSIP number 758849 10 3 13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	GE CAPITAL INTER
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS: NOT APPLICABLE	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER:

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	TYPE OF REPORTING PERSON: CO

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CUSIP number 758849 10 3 13D

1	NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:	GENERAL ELECTRIC

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS: NOT APPLICABLE	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER:

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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CUSIP number	758849 10 3	13D

1	NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:	GENERAL ELECTRIC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS: NOT APPLICABLE	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE

NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
EACH REPORTING	9	SOLE DISPOSITIVE POWER:
PERSON WITH	10	SHARED DISPOSITIVE POWER:

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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CUSIP number	758849 10 3	13D

1	NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:	GENERAL ELECTRIC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS: NOT APPLICABLE	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	NEW YORK

NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
EACH REPORTING	9	SOLE DISPOSITIVE POWER:
PERSON WITH	10	SHARED DISPOSITIVE POWER:

NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
EACH REPORTING	9	SOLE DISPOSITIVE POWER:
PERSON WITH	10	SHARED DISPOSITIVE POWER:

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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ITEM 1. SECURITY AND ISSUER.

This statement relates to the shares of Common Stock, par value $0.01 per share (the "Common Stock"), of Regency Centers Corporation, a Florida corporation (the "Company"). The principal executive offices of the Company are located at 121 West Forsyth Street, Suite 200, Jacksonville, Florida 32202.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed by General Electric Capital Corporation, a Delaware corporation ("GE Capital"), for and on behalf of itself, EB Acquisition Corp., a Maryland corporation ("EB"), GE Capital International Holdings Corporation, a Delaware corporation ("GE Holdings"), General Electric Capital Services, Inc., a Delaware corporation ("GECS"), and General Electric Company, a New York corporation ("GE" and, collectively with GE Capital, EB, GE Holdings and GECS, the "Reporting Persons"). GECS is a wholly owned subsidiary of GE, GE Capital is a wholly owned subsidiary of GECS, GE Holdings is a wholly owned subsidiary of GE Capital and EB is a wholly owned subsidiary of GE Holdings.

As described below under Item 4, GE Capital and EB have entered into a Merger Agreement (as defined below) with Security Capital Group Incorporated ("Security Capital"). The shares of Common Stock covered by this statement on Schedule 13D are beneficially owned by Security Capital. This statement is being filed solely by reason of the existence of certain covenants for the benefit of GE Capital and EB set forth in the Merger Agreement relating to the voting and disposition of the Common Stock by Security Capital as described below in Item 4. The filing of this statement shall not be construed as an admission that any of the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"),

or Rule 13d-3 promulgated thereunder, the beneficial owner of any of the shares of Common Stock covered by this statement.

GE Capital, together with its affiliates, operates primarily in the financing industry and, to a lesser degree, in the life insurance and property/casualty insurance industries and maintains its principal executive offices at 260 Long Ridge Road, Stamford, Connecticut 06927.

EB was incorporated on December 14, 2001, for the sole purpose of merging with and into Security Capital pursuant to the Merger Agreement.

GE Holdings is a Delaware corporation with its principal executive offices located at 1600 Summer Street, Stamford, Connecticut 06905. GE Holdings is a holding company which owns all the common stock of EB and other subsidiaries.

GECS is a Delaware corporation with its principal executive offices located at 260 Long Ridge Road, Stamford, Connecticut 06927. GECS is a holding company which owns all the common stock of GE Capital and other subsidiaries.

GE is a New York corporation with its principal executive office located at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE engages in providing a wide variety of industrial, commercial and consumer products and services.

(a), (b) and (c) For information with respect to the identity and background of each executive officer and director of each Reporting Person, see Schedules I, II, III, IV and V attached hereto, respectively.

(d) and (e) During the last five years none of the Reporting Persons, nor, to the best of their knowledge, any person identified in Schedules I through V has been (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION.

On December 14, 2001, Security Capital, GE Capital and EB entered into an Agreement and Plan of Merger, dated as of December 14, 2001 (the "Merger Agreement"), a copy of which is attached hereto as Exhibit 1 and is hereby incorporated by reference. Pursuant to the Merger Agreement and subject to the terms and conditions contained therein, EB will merge with and into Security Capital (the "Merger"), with Security Capital as the surviving company. As a result of the Merger, Security Capital will become an indirect wholly owned subsidiary of GE Capital. In the Merger, shares of Security Capital's Class B Common Stock, par value $.01 per share (the "Class B shares"), will be converted into the right to receive consideration consisting of $26 in cash per share, subject to the substitution therefor as described below and in the Merger Agreement of a combination of cash and common shares of beneficial interest of ProLogis Trust ("ProLogis Common Stock") with an agreed aggregate value of $26

per Class B Share (the "Class B Consideration"), and shares of Security Capital's Class A Common Stock, par value $0.01 per share (the "Class A Shares"), will be converted into the right to receive 50 times the Class B Consideration (the "Class A Consideration").

GE Capital may elect (but no later than the 15th day before Security Capital's stockholder meeting to vote on the Merger and the Merger Agreement (the "Group Stockholder Meeting")) to include the ProLogis Common Stock owned by Security Capital as part of the Class A Consideration and the Class B Consideration. If GE Capital so elects, the holders of Class B Shares would receive $26 in cash per Class B Share less the value of the ProLogis Common Stock received by them (with the ProLogis Common Stock valued for such purposes based upon the 10-day trailing average price of the ProLogis Common Stock 2 days prior to the Group Stockholder Meeting), and the holders of the

Class A Shares would receive 50 times such amount. GE Capital may also revoke its election to include the shares of ProLogis Common Stock as part of the Class A Consideration and Class B Consideration, provided however that no such revocation may be made if such revocation would make it reasonably necessary, based upon the advice of Security Capital's independent counsel, to delay the Group Stockholder Meeting.

In Section 5.1 of the Merger Agreement, Security Capital has agreed, among other things, to conduct its operations in the ordinary and usual course of business consistent with past practice and not to take certain actions, including, among other actions, not to sell, lease or dispose of any assets (including the shares of Common Stock beneficially owned by Security Capital) outside the ordinary and usual course of business consistent with past practice (the "Ordinary Course Covenants"). Security Capital also has agreed to use commercially reasonable efforts to cause its public investees, including the Company, to comply with the Ordinary Course Covenants. The Merger Agreement provides that for these purposes, Security Capital shall be deemed to have used its commercially reasonable efforts to cause its public investees (including the Company) to take or not take any actions contemplated by such Section 5.1 if Security Capital (i) exercises all voting rights to the extent that the taking or not taking of any action requires a vote of the stockholders of such public investee, (ii) exercises all rights under any contract or agreement to which Security Capital or any of its subsidiaries is a party, and (iii) causes its representatives acting as members of the board of directors or trustees of such public investees subject to their fiduciary duties to such public investees or trustees and their shareholders under applicable law, to exercise all rights as directors of such public investee, as applicable.

Consummation of the Merger is subject to a number of conditions, including the approval of the Merger Agreement by a majority of the voting power of the outstanding stock of Security Capital, the absence of any injunction or other government action preventing the merger, obtaining antitrust and other required regulatory approvals, the effective registration of the common shares of beneficial interest, par value $0.01, of ProLogis Trust, beneficially owned by Security Capital, the accuracy of each parties representations and warranties and compliance with covenants, and the absence of a Material Adverse Effect (as defined in the Merger Agreement) having occurred as to Security Capital.

The description of the Merger Agreement set forth in this Schedule 13D is qualified in its entirety by reference to such agreement, which is attached hereto as described above and incorporated by reference herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) By reason of the execution and delivery of the Merger Agreement and the covenants set forth in the Merger Agreement relating to the Common Stock as described in Item 4 above, for the purpose of Rule 13d-3 promulgated under the Exchange Act, EB, GE Holdings and GE Capital, may be deemed to have shared voting power and/or shared dispositive power with respect to (and therefore beneficially own) the 34,273,236 shares of Common Stock

beneficially owned by Security Capital, representing 59.5% of the outstanding shares of Common Stock. However, the filing of this statement shall not be construed as an admission that any of EB, GE Holdings, GE Capital, GECS or GE are, for purposes of Section 13(d) of the Exchange Act, or Rule 13d-3 promulgated thereunder, the beneficial owner of any of the shares of Common Stock covered by this statement. Except as set forth in this Item 5, neither EB, GE Holdings, GE Capital nor any person controlling EB, GE Holdings or GE Capital, nor, to the best of their knowledge after reasonable inquiry, any person identified on Schedules I through V hereto, owns beneficially any shares of Common Stock.

(c) Except for the execution and delivery of the Merger Agreement referenced in Item 4 hereof, no transactions in shares of Common Stock were effected by any of the Reporting Persons, or, to the best of their knowledge, any of the persons identified in Schedules I through V hereto, during the 60 days prior to the date hereof.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except for the Merger Agreement, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between any of the Reporting Persons or any other person with respect to any securities of the Company, including but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies or a pledge or contingency the occurrence of which would give another person voting power over the shares of Common Stock of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Agreement and Plan of Merger, dated as of December 14, 2001, by and among GE Capital, EB and Security Capital.

Exhibit 2 Joint Filing Agreement, dated as of December 26, 2001 by and among GE Capital, GE Holdings, EB, GECS and GE to file this Statement on Schedule 13D with respect to the beneficial ownership by the undersigned of shares of Common Stock of Regency Centers Corporation.

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SIGNATURES

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

Dated: December 26, 2001

GENERAL ELECTRIC COMPANY*

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Attorney-in-Fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Senior Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Senior Vice President

GE CAPITAL INTERNATIONAL HOLDINGS CORPORATION

By: /s/ Sarah Graber

Name: Sarah Graber
Title: Vice President and Assistant Secretary

EB ACQUISITION CORP.

By: /s/ Kevin Korsh

Name: Kevin Korsh
Title: Assistant Secretary

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* Power of attorney, dated as of February 22, 2000, by General Electric Company is hereby incorporated by reference to Schedule 13D for Luxtec Corporation, filed March 12, 2001 by GE Capital Equity Investments, Inc.

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EXHIBIT INDEX

Exhibit No.	Description
1	Agreement and Plan of Merger, dated as of December 14, 2001, by and among GE Capital, EB and Security Capital.
2	Joint Filing Agreement, dated as of December 26, 2001 by and among GE Capital, GE Holdings, EB, GECS and GE to file this Statement on Schedule 13D with respect to the beneficial ownership by the undersigned of shares of Common Stock of Regency Centers Corporation.

SCHEDULE I TO SCHEDULE 13D

Filed by General Electric Capital Corporation

EB ACQUISITION CORP.

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and present principal occupation or employment of each director and executive officer of EB Acquisition Corp. The business address of each director and executive officer is c/o EB Acquisition Corp., 260 Long Ridge Road, Stamford, Connecticut 06927. All persons are citizens of the United States, except as set forth below.

Name	Present Principal Occupation or Employment
Michael Pralle	Mr. Pralle is the President and Chief Executive Officer of EB Acquis Corp. and the sole member of its Board of Directors.
Stewart Koenigsberg	Mr. Koenigsberg is the Vice President and Chief Financial Officer of Acquisition Corp.
Alec Burger	Mr. Burger is a Vice President of EB Acquisition Corp.
Mark Kaplow	Mr. Kaplow is the Vice President and Secretary of EB Acquisition Cor
Jayne Day	Ms. Day is a Vice President of EB Acquisition Corp.
Robert Pfeiffer	Mr. Pfeiffer is a Vice President of EB Acquisition Corp.
Kevin Korsh	Mr. Korsh is the Assistant Secretary of EB Acquisition Corp.

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SCHEDULE II TO SCHEDULE 13D

Filed by General Electric Capital Corporation

GE CAPITAL INTERNATIONAL HOLDINGS CORPORATION

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and present principal occupation or employment of each director and executive officer of GE Capital International Holdings Corporation. The business address of each director and executive officer is c/o GE Capital International Holdings Corporation, 1600 Summer Street, Stamford, Connecticut 06905. All persons are citizens of the United States, except as set forth below.

Name	Present Principal Occupation or Employment
Kathryn A. Cassidy	Ms. Cassidy is Vice President and Assistant Treasurer of GE Capital International Holdings Corporation.
Charles Crabtree	Mr. Crabtree is a Vice President of GE Capital International Holdin Corporation.
Richard D'Avino	Mr. D'Avino is the sole Director and a Vice President of GE Capital International Holdings Corporation.
Ray Duggins	Mr. Duggins is a Vice President of GE Capital International Holding
Sarah Graber	Ms. Graber is a Vice President and Assistant Secretary of GE Capita Holdings Corporation.
Leonard Kim	Mr. Kim is a Vice President of GE Capital International Holdings Co
Elizabeth Lee	Ms. Lee is a Vice President of GE Capital International Holdings C Lee is a citizen of the United Kingdom.
Jonathan Mothner	Mr. Mothner is a Vice President and Assistant Secretary of GE Capit Holdings Corporation.
David R. Nissen	Mr. Nissen is the President of GE Capital International Holdings Co

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Mike Pyles	Mr. Pyles is a Vice President of GE Capital International Holdings
Jim Richmond	Mr. Richmond is a Vice President of GE Capital International Holdin
Maive Scully	Mr. is the Vice President and Treasurer of GE Capital International Corporation.

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SCHEDULE III TO SCHEDULE 13D

Filed by General Electric Capital Corporation

GENERAL ELECTRIC CAPITAL CORPORATION

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and present principal occupation or employment of each director and executive officer of General Electric Capital Corporation. The business address of each director and executive officer is c/o General Electric Capital Corporation, Long Ridge Road, Stamford, Connecticut 06927, except as set forth below. All persons are citizens of the United States, except as set forth below

Name	Present Principal Occupation or Employment
Joan Amble	Ms. Amble is the Vice President and Controller of General Electr Corporation.
Nancy E. Barton	Ms. Barton is a Director and the Senior Vice President, General of General Electric Capital Corporation.
Ferdinando Beccalli	Mr. Beccalli is a Director and an Executive Vice President of Ge Capital Corporation. Mr. Beccalli is a citizen of Italy.
James R. Bunt	Mr. Bunt is a Director of General Electric Capital Corporation.
David L. Calhoun	Mr. Calhoun is a Director of General Electric Capital Corporatio address is 1 Neumann Way, Cincinnati, Ohio 45215.
James A. Colica	Mr. Colica is the Senior Vice President of Global Risk Managemen General Electric Capital Corporation.
Richard D'Avino	Mr. D'Avino is the Senior Vice President, Tax, of General Electr Corporation.
Dennis D. Dammerman	Mr. Dammerman is a Director of General Electric Capital Corporat
Scott C. Donnelly	Mr. Donnelly is a Director of General Electric Capital Corporati
Michael D. Fraizer	Mr. Fraizer is a Director of General Electric Capital Corporatio
Benjamin W. Heineman, Jr.	Mr. Heineman is a Director of General Electric Capital Corporati

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Jeffrey R. Immelt	Mr. Immelt is a Director of General Electric Capital Corporation
Robert L. Lewis	Mr. Lewis is Senior Vice President of General Electric Capital C
John H. Myers	Mr. Myers is a Director of General Electric Capital Corporation.
Denis J. Nayden	Mr. Nayden is the Chairman and Chief Executive Officer of Genera Corporation.
Michael A. Neal	Mr. Neal is a Director and President and Chief Operating Officer Capital Corporation.
David R. Nissen	Mr. Nissen is a Senior Vice President of General Electric Capita
James A. Parke	Mr. Parke is a Director, Vice Chairman and the Chief Financial O Electric Capital Corporation.
Ronald R. Pressman	Mr. Pressman is a Director of General Electric Capital Corporati address is 5200 Metcalf, Overland Park, Kansas 66204.
Gary M. Reiner	Mr. Reiner is a Director of General Electric Capital Corporation
John M. Samuels	Mr. Samuels is a Director of General Electric Capital Corporatio
Marc J. Saperstein	Mr. Saperstein is Senior Vice President of Human Resources of Ge Capital Corporation.
Keith S. Sherin	Mr. Sherin is a Director of General Electric Capital Corporation
Edward D. Stewart	Mr. Stewart is a Director and an Executive Vice President of Gen Corporation.
Kathryn A. Cassidy	Ms. Cassidy is Senior Vice President, Corporate Treasury and Glo of General Electric Capital Corporation.
Robert C. Wright	Mr. Wright is a Director of General Electric Capital Corporation address is 30 Rockefeller Plaza, New York, New York 10112.

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SCHEDULE IV TO SCHEDULE 13D

Filed by General Electric Capital Services, Inc.

GENERAL ELECTRIC CAPITAL SERVICES, INC.

DIRECTORS AND EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
Directors		

Nancy E. Barton	General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Senior Vice Secretary
Ferdinando Beccalli	General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: Italy	Director and
James R. Bunt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	Vice Preside
David C. Calhoun	GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215 Citizenship: U.S.A.	Chief Execut
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	Vice Chairma
Scott C. Donnelly	General Electric CR&D One Research Circle Niskayuna, NY 12309 Citizenship: U.S.A.	Senior Vice
Michael D. Fraizer	GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230 Citizenship: U.S.A.	President an

NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
Benjamin W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	Senior Vice Secretary
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	President an
John H. Myers	GE Investment Corporation 3003 Summer Street Stamford, CT 06904 Citizenship: U.S.A.	Chairman and
Denis J. Nayden	General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Chairman and

Michael A. Neal	General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	President an
James A. Parke	General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Vice Chairma
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 Citizenship: U.S.A.	Chairman, Pr
Gary M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	Senior Vice Officer

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NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
John M. Samuels	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	Vice Preside Taxes
Keith S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	Senior Vice Chief Financ
Edward D. Stewart	General Electric Capital Corporation 1600 Summer Street Stamford, CT 06927 Citizenship: U.S.A.	Executive Vi
Robert C. Wright	30 Rockefeller Plaza New York, New York 10112	Director

Executive Officers

Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A.	Vice Chairma
Denis J. Nayden	General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Chairman and
Michael D. Fraizer	GE Financial Assurance 6604 W. Broad Street	President an

	Richmond, VA 23230 Citizenship: U.S.A.	
Michael A. Neal	General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	President an

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NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 Citizenship: U.S.A.	Chairman, Pr
James A. Parke	General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Executive Vi Officer
Edward D. Stewart	General Electric Capital Services, Inc. 600 Summer Street Stamford, CT 06927 Citizenship: U.S.A.	Executive Vi
Nancy E. Barton	General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Senior Vice Secretary
James A. Colica	General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Senior Vice Global Risk
Richard D'Avino	General Electric Capital Services, Inc. 777 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Senior Vice
Marc. J. Saperstein	General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Senior Vice
Kathryn A. Cassidy	General Electric Capital Services, Inc. 201 High Ridge Road Stamford, CT 06927 Citizenship: U.S.A.	Senior Vice Global Fundi

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SCHEDULE V TO SCHEDULE 13D

Filed by General Electric Company

GENERAL ELECTRIC COMPANY

DIRECTORS AND EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
Directors		
J. I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor of Bu Graduate School Administration,
S. S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired Chairma Illinois Tool W
D. D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman o Officer, Genera General Electri
P. Fresco	Fiat SpA via Nizza 250 10126 Torino, Italy	Chairman of the Fiat SpA
A. M. Fudge	4 Lowlyn Road Westport, CT 06880	
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 Officer, Kimber
J. R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	President General Electri

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NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	President and C Products, Inc.
K. G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, Presi Invemed Associa
R. B. Lazarus	Ogilvy & Mather Worldwide	Chairman and Ch

	309 West 49th Street New York, New York 10019-7316	Mather Worldwid
S. G. McNealy	Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900	Chairman, Presi Sun Microsystem
G. G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Member o Federated Depar
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, GA 30303	Partner, King &
R. S. Penske	Penske Corporation 13400 Outer Drive West Detroit, MI 48239-4001	Chairman of the Corporation
F. H. T. Rhodes	Cornell University 3104 Snee Building Ithaca, NY 14853	President Emeri
G.L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman o Officer, Genera
A. C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairma Director, Champ
D. A. Warner, III	J. P. Morgan Chase & Co., Inc. The Chase Manhattan Bank and Morgan Guaranty Trust Co. 270 Park Avenue New York, NY 10017-2070	Chairman of the Executive Offic

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NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, New York 10112	Vice Chairman o Officer, Genera Chief Executive Company, Inc.

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

Executive Officers

P. D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President

J. R. Bunt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President
D. C. Calhoun	General Electric Company 1 Neumann Way Cincinnati, OH 05215	Senior Vice Pre
J.P. Campbell	General Electric Company Appliance Park Louisville, KY 40225	Vice President
W. J. Conaty	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Pre
D. D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman o Officer, Genera General Electri
S.C. Donnelly	General Electric Company One Research Circle Niskayuna, NY 12309	Senior Vice Pre Development

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NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
M.J. Espe	General Electric Company Nela Park Cleveland, OH 44112	Senior Vice Pre
Y. Fujimori	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice Pre
B. W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Pre Secretary
J. R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	President
J. M. Hogan	General Electric Company P.O. Box 414 Milwaukee, WI 53201	Senior Vice Pre
J. Krenicki, Jr.	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President
R. W. Nelson	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and Analysis

G. M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Pre
J. G. Rice	General Electric Company 1 River Road Schenectady, NY 12345	Senior Vice Pre
G. L. Rogers	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Vice Chairman o
K. S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Pre Financial Offic
L. G. Trotter	General Electric Company 41 Woodford Avenue Plainville, CT 06062	Senior Vice Pre

NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
W.A. Woodburn	General Electric Company 41 Woodford Avenue Plaineville, CT 06062	Senior Vice Pre
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, New York 10112	Vice Chairman o Officer, Genera Chief Executive Company, Inc.

Citizenship

Yoshiaki Fujimori Japan

All Others U.S.A.