

G E ASSET MANAGEMENT INC
Form SC 13D/A
September 29, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Arch Capital Group Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

G0450A105

(CUSIP Number)

**Jack W. Campo, Jr., Esq., General Electric Capital Corporation, 260 Long Ridge Road,
Stamford, Connecticut 06927**

**Michael M. Pastore, GE Asset Management Incorporated,
3001 Summer Street, Stamford, Connecticut 06905**

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

September 29, 2004

(Date of Event which Requires Filing of this Statement)

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

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

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

SCHEDULE 13D

CUSIP No. G0450A105

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Insurance Private Equity Investors, L.L.C.

I.R.S. #

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b) x
3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 SOLE VOTING POWER

NUMBER OF 0
SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,181,313
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
WITH 10 SHARED DISPOSITIVE POWER

2,181,313
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,181,313
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.03%
14 TYPE OF REPORTING PERSON*

OO

SCHEDULE 13D

CUSIP No. G0450A105

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Pension Trust

I.R.S. #14-6015763

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b) **x**

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 2,181,313

PERSON 9 SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

2,181,313

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,181,313

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.03%

14 TYPE OF REPORTING PERSON*

EP

SCHEDULE 13D

CUSIP No. G0450A105

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

I.R.S. #06-1238874

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b) **x**

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,181,313

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

2,181,313

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,181,313

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.03%

14 TYPE OF REPORTING PERSON*

IA, CO

SCHEDULE 13D

1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Company

I.R.S. #14-0689340

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

7 SOLE VOTING POWER

NUMBER OF 0

SHARES **8 SHARED VOTING POWER**

BENEFICIALLY

OWNED BY Disclaimed (see 11 below)

EACH **9 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 0

WITH **10 SHARED DISPOSITIVE POWER**

Disclaimed (see 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Company.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

x

Disclaimed (see 11 above)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)

14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

CUSIP No. G0450A105

Page 6 of 24 Pages

1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Orbital Holdings, Ltd.

I.R.S. #

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)

14 TYPE OF REPORTING PERSON*

CO

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CUSIP No. G0450A105

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GE Capital Equity Investments, Ltd.

I.R.S. #

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)
14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

CUSIP No. G0450A105

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Capital Corporation

I.R.S. #13-1500700

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING

0

PERSON

9 SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)

14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

CUSIP No. G0450A105

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Capital Services, Inc.

I.R.S. #06-1109503

2 CHECK THE APPROPRIATE BOX OF A MEMBER OF A GROUP*

(a)

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 SOLE VOTING POWER

NUMBER OF Disclaimed (see 11 below)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON Disclaimed (see 11 below)

WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

x

Disclaimed (see 11 above)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)

14 TYPE OF REPORTING PERSON*

CO

Reference is made to the Statement on Schedule 13D filed on November 30, 2001 as amended by Amendment No. 1 thereto filed October 4, 2002, Amendment No. 2 thereto filed February 25, 2003, Amendment No. 3 thereto filed April 5, 2004 and Amendment No. 4 thereto filed July 30, 2004 (as so amended, the Schedule 13D) on behalf of General Electric Company, a New York corporation (GE), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE (GEAM), General Electric Pension Trust, a New York common law trust (GEPT), Insurance Private Equity Investors, L.L.C., a Delaware limited liability company and a wholly owned subsidiary of GEPT (Insurance), General Electric Capital Services, Inc., a Delaware corporation and directly or indirectly 100% owned by GE (GECS), General Electric Capital Corporation, a Delaware corporation and a subsidiary of GECS (GECC), GE Capital Equity Investments, Ltd., a Cayman Islands corporation and a wholly owned subsidiary of GECC (GECEI), and Orbital Holdings, Ltd., a Cayman Islands corporation and a wholly owned subsidiary of GECEI (Orbital). GE, GEAM, GEPT, Insurance, GECS, GECC, GECEI and Orbital are sometimes referred to herein individually as a Reporting Person and collectively as the Reporting Persons. Insurance, GEPT, GEAM, Orbital, GECEI, GECC and GECS each expressly disclaim that they are members of a group. GECS disclaims beneficial ownership of all shares held by GECC and its subsidiaries. GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a group. All capitalized terms used without definition in this Amendment No. 5 to Schedule 13D shall have the meanings set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

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

(a) Each of Insurance, GEPT and GEAM beneficially owns 2,181,313 Common Shares, representing 6.03% of the Common Shares. Each of Orbital, GECEI and GECC beneficially owns 0 Common Shares. Insurance, GEPT, GEAM, Orbital, GECEI, GECC, GE and GECS each expressly disclaim that they are members of a group as such term is used in Section 13(d)(3) of the Exchange Act.

(b) Insurance, GEAM and GEPT share the power to vote or direct the vote and power to dispose or direct the disposition of, 2,181,313 Common Shares, subject to the restrictions on voting described in Item 6 below. Orbital, GECEI and GECC share the power to vote or direct the vote and power to dispose or direct the disposition of 0 Common Shares. Both GE and GECS disclaim any voting or dispositive power over the shares beneficially owned by GEPT, GEAM or Insurance.

¹ This percentage is based on 36,169,919 Common Shares outstanding, calculated by combining the 33,552,344 Common Shares outstanding as of July 2, 2004 as set forth in the Issuer's Form S-3, Registration Statement under the Securities Act of 1933, dated such date (the Registration Statement), with 580,560 Common Shares that Insurance received upon its conversion of Preference Shares with 436,262 Common Shares Orbital received upon its conversion of all of its Preference Shares with 1,600,753 Common Shares that Insurance will receive on conversion of its remaining Preference Shares.

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

(c) Between July 20 and August 23, 2004, Orbital sold 219,862 Common Shares on the open market as set forth below:

| <u>Date of Disposition</u> | <u>Price at which Common Shares Sold</u> | <u>Common Shares Sold by Orbital</u> |
|----------------------------|--------------------------------------------------|------------------------------------------|
|----------------------------|--------------------------------------------------|------------------------------------------|

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| | | | |
|-------------------------------------|----|---------|---------|
| July 20, 2004 | \$ | 38.70 | 400 |
| August 2, 2004 | \$ | 38.50 | 5,800 |
| August 3, 2004 | \$ | 38.4746 | 16,000 |
| August 4, 2004 | \$ | 38.5044 | 17,900 |
| August 5, 2004 | \$ | 38.1412 | 20,000 |
| August 6, 2004 | \$ | 38.025 | 20,000 |
| August 10, 2004 | \$ | 38.0002 | 50,100 |
| August 12, 2004 | \$ | 38.00 | 16,403 |
| August 17, 2004 | \$ | 37.70 | 1,043 |
| August 18, 2004 | \$ | 37.4504 | 30,000 |
| August 19, 2004 | \$ | 37.6999 | 17,308 |
| August 20, 2004 | \$ | 37.70 | 13,259 |
| August 23, 2004 | \$ | 37.6053 | 11,649 |
| Total Amount of Common Shares Sold: | | | 219,862 |

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

(e) Not Applicable.

Item 7. Materials to Be Filed as Exhibits

Exhibits I-VIII to the Schedule 13D are hereby incorporated by reference.

Schedules II, III and IV.

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

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SIGNATURE

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.

Dated: September 29, 2004

INSURANCE PRIVATE EQUITY INVESTORS, L.L.C.

By: GE Asset Management Incorporated, its Manager

By: /s/ Michael M. Pastore
Name: Michael M. Pastore
Title: Vice President

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated, its Investment
Manager

By: /s/ Michael M. Pastore
Name: Michael M. Pastore
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore
Name: Michael M. Pastore
Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers
Name: John H. Myers
Title: Vice President

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ORBITAL HOLDINGS, LTD.

By: /s/ Ronald Herman
Name: Ronald Herman
Title: Vice President

GE CAPITAL EQUITY INVESTMENTS, LTD.

By: /s/ Ronald Herman
Name: Ronald Herman
Title: President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Ronald Herman
Name: Ronald Herman
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Ronald Herman
Name: Ronald Herman
Title: Attorney-in-Fact

General Electric Pension Trust

The business address of each of the persons listed below is 3001 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

| <u>Trustees</u> | <u>Present Principal Occupation</u> |
|----------------------|---------------------------------------------------------------------------------------------------------------|
| David B. Carlson | Executive Vice President of GEAM and Trustee of GEPT |
| Michael J. Cosgrove | Executive Vice President of GEAM and Trustee of GEPT |
| Ralph R. Layman | Executive Vice President of GEAM and Trustee of GEPT |
| Alan M. Lewis | Executive Vice President, General Counsel and Secretary of GEAM and Trustee of GEPT |
| Robert A. MacDougall | Executive Vice President of GEAM and Trustee of GEPT |
| John H. Myers | Vice President of General Electric Company, President and Chief Executive Officer of GEAM and Trustee of GEPT |
| Donald W. Torey | Executive Vice President of GEAM and Trustee of GEPT |
| John J. Walker | Executive Vice President Chief Financial Officer of GEAM and Trustee of GEPT |

Citizenship of All Trustees

U.S.A.

Insurance Private Equity Investors, L.L.C.

The Manager of Insurance Private Equity Investors, L.L.C. is GE Asset Management Incorporated (a Delaware corporation). Its principal place of business is 3001 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

GE Asset Management Incorporated

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The business address of each of the persons listed below is 3001 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

Directors

| <u>Directors</u> | <u>Present Principal Occupation</u> |
|----------------------|---------------------------------------------------------------------------------------------------------------|
| David B. Carlson | Executive Vice President of GEAM and Trustee of GEPT |
| Michael J. Cosgrove | Executive Vice President of GEAM and Trustee of GEPT |
| Pamela K. Halligan | Vice President of GEAM |
| Kathryn D. Karlic | Executive Vice President of GEAM |
| Ralph R. Layman | Executive Vice President of GEAM and Trustee of GEPT |
| Alan M. Lewis | Executive Vice President, General Counsel and Secretary of GEAM and Trustee of GEPT |
| Robert A. MacDougall | Executive Vice President of GEAM and Trustee of GEPT |
| John H. Myers | Vice President of General Electric Company, President and Chief Executive Officer of GEAM and Trustee of GEPT |
| Anthony J. Sirabella | Senior Vice President Chief Information Officer of GEAM |
| Donald W. Torey | Executive Vice President of GEAM and Trustee of GEPT |
| John J. Walker | Executive Vice President Chief Financial Officer of GEAM and Trustee of GEPT |

Citizenship of all Directors

U.S.A.

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Executive Officers

| <u>Executive Officers</u> | <u>Present Principal Occupation</u> |
|---------------------------|-----------------------------------------------------------|
| John H. Myers | President and Chief Executive Officer |
| David B. Carlson | Executive Vice President Domestic Equity Investments |
| Michael J. Cosgrove | Executive Vice President Sales and Marketing |
| Kathryn D. Karlic | Executive Vice President Fixed Income |
| Ralph R. Layman | Executive Vice President International Equity Investments |
| Alan M. Lewis | Executive Vice President General Counsel and Secretary |
| Robert A. MacDougall | Executive Vice President Fixed Income |
| Donald W. Torey | Executive Vice President Real Estate and Private Equities |
| John J. Walker | Executive Vice President Chief Financial Officer |
| Anthony J. Sirabella | Senior Vice President Chief Information Officer |
| Pamela K. Halligan | Vice President Human Resources |
| William F. Ruoff, III | Vice President Quality |
| Greg O. Bouleris | Senior Vice President Fixed Income |

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| | | |
|----------------------|-----------------------|--------------------------|
| Stephen N. DeVos | Senior Vice President | Fixed Income |
| Thomas M. Powers | Senior Vice President | Fixed Income |
| Paul M. Colonna | Senior Vice President | Fixed Income |
| William M. Healey | Senior Vice President | Fixed Income |
| Mark R. Delaney | Senior Vice President | Fixed Income |
| Gregory B. Hartch | Senior Vice President | Fixed Income |
| Gregory W. Fletcher | Vice President | Fixed Income Finance |
| Kathleen S. Brooks | Vice President | Fixed Income |
| Vita-Marie Pike | Vice President | Fixed Income |
| Eric H. Gould | Vice President | Fixed Income |
| Craig M. Enright | Vice President | Fixed Income |
| Brad G. Postema | Vice President | Fixed Income |
| Alfredo Chang | Vice President | Fixed Income |
| Frederick W. Jackson | Vice President | Fixed Income |
| Mark H. Johnson | Vice President | Fixed Income |
| Don J. Duncan | Vice President | Money Market Investments |
| Michael J. Caufield | Senior Vice President | Fixed Income |

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| | | |
|-----------------------|-----------------------|---------------------------------|
| Craig M. Varrelman | Vice President | Fixed Income |
| Susan M. Courtney | Vice President | Fixed Income |
| Stella V. Lou DeLucia | Vice President | Fixed Income |
| Brian Hopkinson | Senior Vice President | International Equity Portfolios |
| Daizo Motoyoshi | Senior Vice President | International Equity Portfolios |
| Jonathan L. Passmore | Senior Vice President | International Equity Portfolios |
| Michael J. Solecki | Senior Vice President | International Equity Portfolios |
| Judith A. Studer | Senior Vice President | International Equity Portfolios |
| T. Brent Jones | Vice President | International Equity Portfolios |
| Ping Zhou | Vice President | International Equity Portfolios |
| Robert A. Jasminiski | Vice President | International Equity Portfolios |
| Paul Nestro | Vice President | International Equity Portfolios |
| Makoto F. Sumino | Vice President | International Equity Portfolios |
| Philip A. Riordan | Senior Vice President | Real Estate |
| Thomas D. Mockler | Vice President | Fixed Income |
| B. Bradford Barrett | Vice President | Real Estate |
| Robert P. Gigliotti | Vice President | Real Estate |
| Gerald Karr | Vice President | Real Estate |
| James M. Mara | Senior Vice President | International Private Equities |
| Andreas T. Hildebrand | Vice President | Private Equities |

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| | | |
|----------------------|-----------------------|--------------------------------|
| Patrick J. McNeela | Vice President | Private Equities |
| James Mitchell, Jr | Vice President | Private Equities |
| Paolo G. M. Simonato | Vice President | International Private Equities |
| David W. Wiederecht | Vice President | Private Equities |
| Christopher D. Brown | Senior Vice President | Equity Portfolios |
| Damian J. Maroun | Senior Vice President | Equity Trading |
| Paul C. Reinhardt | Senior Vice President | Equity Portfolios |
| Nancy A. Ward | Senior Vice President | Equity Portfolios |
| Ralph E. Whitman | Senior Vice President | Equity Investments |
| Christopher W. Smith | Senior Vice President | Equity Portfolios |
| Richard L. Sanderson | Senior Vice President | Equity Research |

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| | | |
|----------------------------|-----------------------|-------------------------------|
| Diane M. Wehner | Senior Vice President | Equity Portfolios |
| George A. Bicher | Vice President | Equity Investments |
| Clemence C. Garcia | Vice President | Equity Investments |
| Gerald L. Igou | Vice President | Equity Investments |
| Michael Isakov | Vice President | Equity Investments |
| Sandra J. O Keefe | Vice President | Equity Investments |
| John H. Schaeztl | Vice President | Equity Investments |
| Christopher J. Sierakowski | Vice President | Equity Investments |
| Charles F. Stuart | Vice President | Equity Investments |
| Steven M. Fierstein | Vice President | Equity Investments |
| Thomas R. Lincoln | Vice President | Equity Portfolios |
| Anthony J. Mariani | Vice President | Equity Investments |
| Walter P. Ruane | Vice President | Equity Investments |
| Ravi K. Pamnani | Vice President | Equity Investments |
| John T. Boyce | Senior Vice President | Institutional Investments |
| Joseph M. Connors | Senior Vice President | Operations |
| Barbara Regan | Senior Vice President | Marketing |
| Michelle Fang | Vice President | Product Management |
| Mary R. Stone | Vice President | Trade Operations |
| Gareth J. Davies | Vice President | Risk Management |
| Tiffany Hanisch | Vice President | Financial Planning & Analysis |
| Lowell E. Haims | Vice President | Controller |
| John F. Robbins | Vice President | Compliance |
| Jane E. Hackney | Vice President | Equity Portfolio Management |
| Erica K. Evans | Vice President | Client Portfolio Management |
| Michael J. Tansley | Vice President | Finance Integration Quality |

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| | | |
|-------------------------|----------------|--------------------------------------------------------|
| Dory S. Black | Vice President | Assoc. Gen. Counsel & Asst. Secretary |
| Christopher J. Costello | Vice President | Assoc. Gen. Counsel & Asst. Secretary |
| Daniel L. Furman | Vice President | Assoc. Gen. Counsel Private Equities & Asst. Secretary |
| Leanne R. Dunn | Vice President | Assoc. Gen. Counsel Real Estate & Asst. Secretary |

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| | | |
|----------------------|-------------------------------------|----------------------------------------------------------------------|
| Jeanne M. La Porta | Vice President | Assoc. Gen. Counsel & Asst. Secretary |
| Michael M. Pastore | Vice President | Assoc. Gen. Counsel Private Equities & Real Estate & Asst. Secretary |
| Scott A. Silberstein | Vice President | Assoc. Gen. Counsel & Asst. Secretary |
| Matthew J. Simpson | Senior Vice President, Gen. Counsel | Investment Services & Asst. Secretary |
| Charles I. Middleton | Vice President | Tax Counsel |

Citizenship of all Executive Officers

U.S.A.

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Schedule IV

General Electric Company

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

| <u>NAME</u> | <u>PRESENT BUSINESS ADDRESS</u> | <u>PRESENT PRINCIPAL OCCUPATION</u> |
|---------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| J.I. Cash, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Former Professor of Business Administration-Graduate School of Business Administration, Harvard University |
| Sir William Castell | GE Healthcare Pollards Wood, Nightingales Lane Chalfont St. Giles HP8 4SP Great Britain | Vice Chairman of the Board and Executive Officer, General Electric Company; President and CEO, GE Healthcare |
| D.D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman, General Electric Capital Services, Inc. |
| A.M. Fudge | Young & Rubicam, Inc. | Chairman and Chief Executive |

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|-----------------|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| | 285 Madison Avenue New York, NY 10017 | Officer, Young & Rubicam, Inc. |
| C.X. Gonzalez | Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico | Chairman of the Board and Chief Executive Officer, Kimberly-Clark de Mexico, S.A. de C.V. |
| J.R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Chairman of the Board and Chief Executive Officer, General Electric Company |
| A. Jung | Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105 | Chairman and Chief Executive Officer, Avon Products, Inc. |
| A.G. Lafley | The Procter & Gamble Company 1 Procter & Gamble Plaza Cincinnati, OH 45202-3315 | Chairman of the Board, President and Chief Executive The Procter & Gamble Company |
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| K.G. Langone | Invemed Associates, Inc. 375 Park Avenue New York, NY 10152 | Chairman, President and Chief Executive Officer, Invemed Associates, Inc. |
| R.S. Larsen | Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901 | Former Chairman and Chief Executive Officer, Johnson & Johnson |
| R.B. Lazarus | Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316 | Chairman and Chief Executive Officer, Ogilvy & Mather Worldwide |
| S. Nunn | King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303 | Retired Partner King & Spalding |
| R.S. Penske | Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954 | Chairman of the Board and President, Penske Corporation |
| R.J. Swieringa | S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201 | Anne and Elmer Lindseth Dean and Professor of Accounting, S.C. Johnson Graduate School, Cornell University |
| D.A. Warner III | J. P. Morgan Chase & Co., The Chase Manhattan Bank and Morgan Guaranty Trust Co. of New York 345 Park Avenue New York, NY 10154 | Former Chairman of the Board, J.P. Morgan Chase & Co., The Chase Manhattan Bank and Morgan Guaranty Trust Co. of New York |
| R.C. Wright | NBC Universal, Inc. | Vice Chairman of the Board and |

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30 Rockefeller Plaza
New York, NY 10112

Executive Officer, General Electric
Company; Chairman and Chief
Executive Officer, NBC
Universal, Inc.

Citizenship

Sir William Castell
C. X. Gonzalez
Andrea Jung
All Others

United Kingdom
Mexico
Canada
U.S.A.

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

| <u>NAME</u> | <u>PRESENT BUSINESS ADDRESS</u> | <u>PRESENT PRINCIPAL OCCUPATION</u> |
|---------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| J.R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Chairman of the Board and Chief Executive Officer |
| P.D. Ameen | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Vice President and Comptroller |
| F. Beccalli | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Senior Vice President GE Europe |
| C. T. Begley | General Electric Company 2901 East Lake Road Erie, PA 16531 | Vice President GE Rail |
| D.L. Calhoun | General Electric Company 1 Neumann Way Cincinnati, OH 05215 | Senior Vice President GE Transportation |
| J.P. Campbell | General Electric Company Appliance Park Louisville, KY 40225 | Senior Vice President GE Consumer & Industrial, Americas |
| W.H. Cary | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Vice President Investor Communications |
| K.A. Cassidy | General Electric Company 201 High Ridge Road Stamford, CT 06905-3417 | Vice President and GE Treasurer |
| Sir William Castell | GE Healthcare Pollards Wood, Nightingales Lane Chalfont St. Giles | Vice Chairman of the Board and Executive Officer, General Electric Company; President and CEO, |

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HP8 4SP Great Britain

GE Healthcare

W.J. Conaty

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Senior Vice President
Human Resources

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P. Daley

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Vice President Corporate
Business Development

D.D. Dammerman

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Vice Chairman of the Board and
Executive Officer, General Electric
Company; Chairman, General
Electric Capital Services, Inc.

B.B. Denniston III

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Vice President and General Counsel

S.C. Donnelly

General Electric Company
One Research Circle
Niskayuna, NY 12309

Senior Vice President
GE Global Research

S. Fitzsimons

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Vice President
Corporate Financial Planning
and Analysis

Y. Fujimori

General Electric Company
21 Mita 1-chome
Meguro-ku 3d Floor Alto
Tokyo, Japan 153-0062

Senior Vice President GE Asia

A.H. Harper

General Electric Company
260 Long Ridge Road
Stamford, CT 06927

Senior Vice President
GE Equipment Management

B.W. Heineman, Jr.

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Senior Vice President Law
and Public Affairs

J.M. Hogan

General Electric Company
P.O. Box 414
Milwaukee, WI 53201

Senior Vice President
GE Healthcare

J. Krenicki

General Electric Company
1 Plastics Avenue
Pittsfield, MA 01201

Senior Vice President
GE Advanced Materials

M.A. Neal

General Electric Company
260 Long Ridge Road
Stamford, CT 06927

Senior Vice President
GE Commercial Finance

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D.R. Nissen

General Electric Company
201 High Ridge Road

Senior Vice President
GE Consumer Finance

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Stamford, CT 06905-3417

| | | |
|---------------|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| J.A. Parke | General Electric Company 260 Long Ridge Road Stamford, CT 06927 | Senior Vice President General Electric Company Vice Chairman, GE Capital Corporation |
| R.R. Pressman | General Electric Company 5200 Metcalf Avenue Overland Park, KS 66201 | Senior Vice President Employers Reinsurance Corporation |
| G.M. Reiner | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Senior Vice President Chief Information Officer |
| J.G. Rice | General Electric Company 4200 Wildwood Parkway Atlanta, GA 30339 | Senior Vice President GE Energy |
| K.S. Sherin | General Electric Company 3135 Easton Turnpike Fairfield, CT 06828 | Senior Vice President Finance and Chief Financial Officer |
| L.G. Trotter | General Electric Company Appliance Park Louisville, KY 40225 | Senior Vice President GE Consumer and Industrial |
| W.A. Woodburn | General Electric Company 187 Danbury Road Wilton, CT 06897 | Senior Vice President GE Infrastructure |
| R.C. Wright | NBC Universal, Inc. 30 Rockefeller Plaza New York, NY 10112 | Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman and Chief Executive Officer, NBC Universal, Inc. |

Citizenship

| | |
|---------------------|---------|
| Ferdinando Beccalli | Italy |
| Sir William Castell | U.K. |
| Shane Fitzsimons | Ireland |
| Yoshiaki Fujimori | Japan |
| All Others | U.S.A. |