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SECURITY CAPITAL GROUP INC/

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. ___)

SECURITY CAPITAL GROUP INCORPORATED
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of class of securities)

81413P105
(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)
(Page 1 of 27 pages)

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CUSIP number 81413P105 13D

1 NAME OF REPORTING PERSON: EB ACQUISITION C
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

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 7 SOLE VOTING POWER:
SHARES

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY
EACH 9 SOLE DISPOSITIVE POWER:
REPORTING

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 81413P105 13D

1 NAME OF REPORTING PERSON: GE CAPITAL INTER
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

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 7 SOLE VOTING POWER:
SHARES

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER:
REPORTING

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 81413P105 13D

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

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| | | |
|----|---|------------------------------|
| 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 EACH REPORTING PERSON WITH | 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 81413P105 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 | |

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| | | | |
|--|--|---------------------------|----|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 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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ITEM 1. SECURITY AND ISSUER.

This statement relates to the shares of Class A Common Stock, par value \$0.01 per share (the "Class A Shares"), of Security Capital Group Incorporated, a Maryland corporation (the "Company"). The principal executive offices of the Company are located at 125 Lincoln Avenue, Santa Fe, New Mexico 87501.

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.

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 the Company pursuant to the Merger Agreement (as defined below).

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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 or, 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

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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, the Company, 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 incorporated herein by reference. As an inducement for GE Capital and EB to enter into the Merger Agreement, and in consideration therefor, certain holders of Class A Shares identified on Schedule VI hereto (the "Stockholders"), who collectively are the beneficial owners of 97,672.112 Class A Shares, representing 11.07% of the outstanding Class A Shares (the "Subject Shares"), entered into Support Agreements with GE Capital and EB (the "Support Agreements"), a form of which is attached hereto as Exhibit 2 and is incorporated herein by reference. Pursuant to the Support Agreements, the Stockholders agreed, among other things, (i) to vote all of the Subject Shares beneficially owned by them in favor of the Merger Agreement, on the terms and conditions contained in the Support Agreements and (ii) not to sell or transfer any of the Subject Shares prior to the Effective Time (as defined in the Merger Agreement) or termination of the Support Agreements; provided, however, that each of the Stockholders is permitted to make a gift of any of the Subject Shares. In addition, pursuant to each Support Agreement, the Stockholders have granted to EB a proxy to vote the Subject Shares in accordance with clause (i) of the preceding sentence, which proxy is irrevocable during the term of each Support Agreement and coupled with an interest.

The covenants and agreements contained in each of the

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Support Agreements will terminate upon, among other things, the termination of the Merger Agreement. Neither GE Capital nor EB paid additional consideration to the Stockholders in connection with the execution and delivery of the Support Agreements.

Pursuant to the Merger Agreement and subject to the terms and conditions contained therein, EB will merge with and into the Company (the "Merger"), with the Company continuing as the surviving corporation. As a result of the Merger, the Company will become an indirect wholly owned subsidiary of GE Capital. In the Merger, shares of the Company'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

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Share (the "Class B Consideration"), and 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 the Company stockholder meeting to vote on the Merger and the Merger Agreement (the "Group Stockholder Meeting")) to include the ProLogis Common Stock owned by the Company 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 the Company's independent counsel, to delay the Group Stockholder Meeting.

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 the Company, the absence of any injunction or other government action preventing the Merger, obtaining antitrust and other required regulatory approvals, the effective registration of the ProLogis Common Stock, 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 the Company.

The descriptions of the Support Agreements and the Merger Agreement set forth in this Schedule 13D are qualified in their entirety by reference to such agreements, which are attached hereto as described above and incorporated by reference herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) For the purpose of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), EB, GE Holdings and GE Capital, by reason of the execution and delivery of the Support Agreements referenced in Item 4 above, may be deemed to have shared voting power and/or shared dispositive power with respect to (and therefore beneficially own) 97,672.112 Class A Shares, representing 11.07% of the outstanding Class A Shares. Each of GECS and GE disclaims beneficial ownership of any Class A Shares that may be deemed to be beneficially owned by EB, GE Holdings and GE Capital.

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Except as set forth in this Item 5, none of EB, GE Holdings, GE Capital or any person controlling EB, GE Holdings or GE Capital, nor, to the best of their knowledge, any person identified on Schedules I through V hereto, owns beneficially any Class A Shares.

(c) Except for the execution and delivery of the Support Agreements and the Merger Agreement referenced in Item 4 hereof, no transactions in Shares were effected by any of the Reporting Persons, or, to the best of

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their knowledge, any of the persons identified in Schedules I through V hereto, during the 60 days prior to the date hereof.

(d) None other than the current holders of the Subject Shares.

(e) Not applicable.

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

Except for the Merger Agreement and the Support Agreements, 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 Class A Shares 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 the Company.

Exhibit 2 Form of Support Agreement, dated as of December 14, 2001, by and among EB and each of the Stockholders.

Exhibit 3 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 Class A Common Stock of Security Capital Group Incorporated.

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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*

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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

* 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 the Company. |
| 2 | Form of Support Agreement, dated as of December 14, 2001, by and among EB and each of the Stockholders. |
| 3 | 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 Class A Common Stock of Security Capital Group Incorporated. |

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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 Acquisition Corp. and the sole member of its Board of Directors. |
| Stewart Koenigsberg | Mr. Koenigsberg is the Vice President and Chief Financial Officer of EB 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 Corp. |
| 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

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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 Holdings 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 Holdings Corporation. |
| Sarah Graber | Ms. Graber is a Vice President and Assistant Secretary of GE Capital International Holdings Corporation. |
| Leonard Kim | Mr. Kim is a Vice President of GE Capital International Holdings Corporation. |
| Elizabeth Lee | Ms. Lee is a Vice President of GE Capital International Holdings Corporation. Lee is a citizen of the United Kingdom. |
| Jonathan Mothner | Mr. Mothner is a Vice President and Assistant Secretary of GE Capital International Holdings Corporation. |
| David R. Nissen | Mr. Nissen is the President of GE Capital International Holdings Corporation. |
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| Mike Pyles | Mr. Pyles is a Vice President of GE Capital International Holdings Corporation. |
| Jim Richmond | Mr. Richmond is a Vice President of GE Capital International Holdings Corporation. |
| Maive Scully | Mr. Scully is the Vice President and Treasurer of GE Capital International Holdings 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 Electric Corporation. |
| Nancy E. Barton | Ms. Barton is a Director and the Senior Vice President, General Electric Capital Corporation. |
| Ferdinando Beccalli | Mr. Beccalli is a Director and an Executive Vice President of General Electric 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 Corporation. His address is 1 Neumann Way, Cincinnati, Ohio 45215. |
| James A. Colica | Mr. Colica is the Senior Vice President of Global Risk Management, General Electric Capital Corporation. |
| Richard D'Avino | Mr. D'Avino is the Senior Vice President, Tax, of General Electric Capital Corporation. |
| Dennis D. Dammerman | Mr. Dammerman is a Director of General Electric Capital Corporation. |
| Scott C. Donnelly | Mr. Donnelly is a Director of General Electric Capital Corporation. |
| Michael D. Fraizer | Mr. Fraizer is a Director of General Electric Capital Corporation. |
| Benjamin W. Heineman, Jr. | Mr. Heineman is a Director of General Electric Capital Corporation. |
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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 Corporation. |
| 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 General Electric Capital Corporation. |
| Michael A. Neal | Mr. Neal is a Director and President and Chief Operating Officer of General Electric Capital Corporation. |

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|--------------------|---|
| David R. Nissen | Mr. Nissen is a Senior Vice President of General Electric Capital Corporation. |
| James A. Parke | Mr. Parke is a Director, Vice Chairman and the Chief Financial Officer of General Electric Capital Corporation. |
| Ronald R. Pressman | Mr. Pressman is a Director of General Electric Capital Corporation. His home 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 Corporation. |
| Marc J. Saperstein | Mr. Saperstein is Senior Vice President of Human Resources of General Electric 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 General Electric Capital Corporation. |
| Kathryn A. Cassidy | Ms. Cassidy is Senior Vice President, Corporate Treasury and Global Controller of General Electric Capital Corporation. |
| Robert C. Wright | Mr. Wright is a Director of General Electric Capital Corporation. His home 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 President |

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|---------------------------|--|---|
| David C. Calhoun | GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215 Citizenship: U.S.A. | Chief Executive |
| Dennis D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Vice Chairman |
| Scott C. Donnelly | General Electric CR&D One Research Circle Niskayuna, NY 12309 Citizenship: U.S.A. | Senior Vice President |
| Michael D. Fraizer | GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230 Citizenship: U.S.A. | President and Chief Executive |
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| 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 President and Secretary |
| Jeffrey R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | President and Chief Executive |
| John H. Myers | GE Investment Corporation 3003 Summer Street Stamford, CT 06904 Citizenship: U.S.A. | Chairman and Chief Executive |
| Denis J. Nayden | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Chairman and Chief Executive |
| Michael A. Neal | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | President and Chief Executive |
| James A. Parke | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Vice Chairman |
| Ronald R. Pressman | Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 Citizenship: U.S.A. | Chairman, President and Chief Executive |

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|----------------|--|------------------------|
| 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 Richmond, VA 23230 Citizenship: U.S.A. | President an |
|--------------------|---|--------------|

| | | |
|-----------------|--|--------------|
| 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 ----- |
|---------------|---|---|

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| | | |
|---------------------|---|-----------------------------|
| 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 | Professor of Bu |

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|-----------------|---|---|
| | Morgan Hall Soldiers Field Road Boston, MA 02163 | Graduate School Administration, |
| S. S. Cathcart | 222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045 | Retired Chairman 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 309 West 49th Street New York, New York 10019-7316 | Chairman and Ch 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 Depart |
| S. Nunn | King & Spalding 191 Peachtree Street, N.E. Atlanta, GA 30303 | Partner, King & |

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|-------------------|---|------------------------------------|
| 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 Citizenship P. Fresco - Italy C. X. Gonzalez - Mexico Andrea Jung - Canada All Others - U.S.A. | Vice Chairman o Officer, Genera Chief Executive Company, Inc. |
| 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 | Senior Vice Pre |

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Fairfield, CT 06431

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| D. D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman of Officer, General General Electric |
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| S.C. Donnelly | General Electric Company One Research Circle Niskayuna, NY 12309 | Senior Vice President Development |
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| NAME ---- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
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| M.J. Espe | General Electric Company Nela Park Cleveland, OH 44112 | Senior Vice President |
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| Y. Fujimori | General Electric Company 1 Plastics Avenue Pittsfield, MA 01201 | Senior Vice President |
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| B. W. Heineman, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Secretary |
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| J. R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | President |
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| J. M. Hogan | General Electric Company P.O. Box 414 Milwaukee, WI 53201 | Senior Vice President |
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| J. Krenicki, Jr. | General Electric Company 2901 East Lake Road Erie, PA 16531 | Vice President |
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| R. W. Nelson | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Analysis |
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| G. M. Reiner | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President |
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| J. G. Rice | General Electric Company 1 River Road Schenectady, NY 12345 | Senior Vice President |
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| G. L. Rogers | General Electric Company 1 Plastics Avenue Pittsfield, MA 01201 | Vice Chairman of |
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| K. S. Sherin | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Financial Officer |
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| L. G. Trotter | General Electric Company 41 Woodford Avenue Plainville, CT 06062 | Senior Vice Pre |
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| NAME ---- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
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|---------------|---|-----------------|
| W.A. Woodburn | General Electric Company 41 Woodford Avenue Plaineville, CT 06062 | Senior Vice Pre |
|---------------|---|-----------------|

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|--------------|---|--|
| 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.

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SCHEDULE VI TO SCHEDULE 13D

THE STOCKHOLDERS

| NAME OF BENEFICIAL OWNER | TOTAL NUMBER OF SHARES OF CLASS A COMMON STOCK |
|--------------------------|--|
| Ray L. Hunt | 31,989.478 |
| William D. Sanders | 65,682.634 |

