

WIRELESS FACILITIES INC
Form SC 13G/A
February 11, 2005

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)(1)**

Wireless Facilities, Inc.

(Name of Issuer)

Common Stock Par Value \$0.001

(Title of Class of Securities)

97653A103

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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

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

CUSIP No. 97653A103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Investment Partners IX, Limited Partnership
06-1556218
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
1,402,084 Shares of Common Stock
6. Shared Voting Power
Not applicable
7. Sole Dispositive Power
1,402,084 Shares of Common Stock
8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,402,084 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
2.0%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Oak Associates IX, LLC
 06-1556230

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5.	Sole Voting Power Not applicable
6.	Shared Voting Power 1,402,084 Shares of Common Stock
7.	Sole Dispositive Power Not applicable
8.	Shared Dispositive Power 1,402,084 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 1,402,084 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
 2.0%

12. Type of Reporting Person (See Instructions)
 OO-LLC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak IX Affiliates Fund - A, Limited Partnership
06-1571899
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
33,655 Shares of Common Stock
6. Shared Voting Power
Not applicable
7. Sole Dispositive Power
33,655 Shares of Common Stock
8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
33,655 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0.0%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Oak IX Affiliates Fund, Limited Partnership
 06-1556229

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) o
 (b) y

3. SEC Use Only

4. Citizenship or Place of Organization
 Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 14,942 Shares of Common Stock
	6.	Shared Voting Power Not applicable
	7.	Sole Dispositive Power 14,942 Shares of Common Stock
	8.	Shared Dispositive Power Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 14,942 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O

11. Percent of Class Represented by Amount in Row (9)
 0.0%

12. Type of Reporting Person (See Instructions)
 PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak IX Affiliates, LLC
06-1556233
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
Not applicable
6. Shared Voting Power
48,597 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
48,597 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
48,597 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0.0%
12. Type of Reporting Person (See Instructions)
OO-LLC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Investment Partners X, Limited Partnership
06-1601019
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
 5. Sole Voting Power
3,714,709 Shares of Common Stock
 6. Shared Voting Power
Not applicable
 7. Sole Dispositive Power
3,714,709 Shares of Common Stock
 8. Shared Dispositive Power
Not applicable
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,714,709 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
5.4%
 12. Type of Reporting Person (See Instructions)
PN
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Oak Associates X, LLC
 06-1630661

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5.	Sole Voting Power Not applicable
6.	Shared Voting Power 3,714,709 Shares of Common Stock
7.	Sole Dispositive Power Not applicable
8.	Shared Dispositive Power 3,714,709 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 3,714,709 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
 5.4%

12. Type of Reporting Person (See Instructions)
 OO-LLC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak X Affiliates Fund, Limited Partnership
06-1622220
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
59,625 Shares of Common Stock |
| | 6. | Shared Voting Power
Not applicable |
| | 7. | Sole Dispositive Power
59,625 Shares of Common Stock |
| | 8. | Shared Dispositive Power
Not applicable |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
59,625 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0
 11. Percent of Class Represented by Amount in Row (9)
0.1%
 12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak X Affiliates, LLC
06-1630662
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
Not applicable |
| | 6. | Shared Voting Power
59,625 Shares of Common Stock |
| | 7. | Sole Dispositive Power
Not applicable |
| | 8. | Shared Dispositive Power
59,625 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
59,625 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0.1%
 12. Type of Reporting Person (See Instructions)
OO-LLC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Oak Management Corporation
 06-0990851

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5.	Sole Voting Power Not applicable
6.	Shared Voting Power 5,240,189 Shares of Common Stock
7.	Sole Dispositive Power Not applicable
8.	Shared Dispositive Power 5,240,189 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 5,240,189 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
 7.6%

12. Type of Reporting Person (See Instructions)
 CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Bandel L. Carano

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 United States

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5. Sole Voting Power
 2,554 Shares of Common Stock

6. Shared Voting Power
 5,240,189 Shares of Common Stock

7. Sole Dispositive Power
 2,554 Shares of Common Stock

8. Shared Dispositive Power
 5,240,189 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 5,242,743 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
 7.6%

12. Type of Reporting Person (See Instructions)
 IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gerald R. Gallagher
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
10,285 Shares of Common Stock |
| | 6. | Shared Voting Power
1,465,855 Shares of Common Stock |
| | 7. | Sole Dispositive Power
10,285 Shares of Common Stock |
| | 8. | Shared Dispositive Power
1,465,855 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,476,140 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
2.1%
12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Edward F. Glassmeyer
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
34,644 Shares of Common Stock |
| | 6. | Shared Voting Power
5,240,189 Shares of Common Stock |
| | 7. | Sole Dispositive Power
34,644 Shares of Common Stock |
| | 8. | Shared Dispositive Power
5,240,189 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,274,833 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
7.6%
12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Fredric W. Harman
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
21,505 Shares of Common Stock |
| | 6. | Shared Voting Power
5,240,189 Shares of Common Stock |
| | 7. | Sole Dispositive Power
21,505 Shares of Common Stock |
| | 8. | Shared Dispositive Power
5,240,189 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,261,694 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
7.6%
 12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ann H. Lamont
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
34,024 Shares of Common Stock |
| | 6. | Shared Voting Power
5,240,189 Shares of Common Stock |
| | 7. | Sole Dispositive Power
34,024 Shares of Common Stock |
| | 8. | Shared Dispositive Power
5,240,189 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,274,213 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
7.6%
 12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David B. Walrod
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
2,046 Shares of Common Stock |
| | 6. | Shared Voting Power
3,774,334 Shares of Common Stock |
| | 7. | Sole Dispositive Power
2,046 Shares of Common Stock |
| | 8. | Shared Dispositive Power
3,774,334 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,776,380 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.5%
12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Investment Partners VI, Limited Partnership
06-1412578
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | | |
|---|----|--|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | | Sole Voting Power
14,828 Shares of Common Stock |
| | 6. | | Shared Voting Power
Not applicable |
| | 7. | | Sole Dispositive Power
14,828 Shares of Common Stock |
| | 8. | | Shared Dispositive Power
Not applicable |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
14,828 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0.0%
 12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak Associates VI, LLC
06-1412579
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
 5. Sole Voting Power
Not applicable
 6. Shared Voting Power
14,828 Shares of Common Stock
 7. Sole Dispositive Power
Not applicable
 8. Shared Dispositive Power
14,828 Shares of Common Stock
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
14,828 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0.0%
 12. Type of Reporting Person (See Instructions)
OO-LLC
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak VI Affiliates Fund, Limited Partnership
06-1414970
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
346 Shares of Common Stock |
| | 6. | Shared Voting Power
Not applicable |
| | 7. | Sole Dispositive Power
346 Shares of Common Stock |
| | 8. | Shared Dispositive Power
Not applicable |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
346 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0.0%
 12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Oak VI Affiliates, LLC
06-1414968
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
Not applicable |
| | 6. | Shared Voting Power
346 Shares of Common Stock |
| | 7. | Sole Dispositive Power
Not applicable |
| | 8. | Shared Dispositive Power
346 Shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
346 Shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O
 11. Percent of Class Represented by Amount in Row (9)
0.0%
 12. Type of Reporting Person (See Instructions)
OO-LLC

Schedule 13G

Amendment No. 5*

Common Stock Par Value \$0.001

CUSIP No. 97653A103

Item 1.

- (a) Name of Issuer
Wireless Facilities, Inc.
- (b) Address of Issuer's Principal Executive Offices
4810 Eastgate Mall
San Diego, California 92121

Item 2.

- (a) Name of Person Filing
Oak Investment Partners IX, Limited Partnership
Oak Associates IX, LLC
Oak IX Affiliates Fund - A, Limited Partnership
Oak IX Affiliates Fund, Limited Partnership
Oak IX Affiliates, LLC
Oak Investment Partners X, Limited Partnership
Oak Associates X, LLC
Oak X Affiliates Fund, Limited Partnership
Oak X Affiliates, LLC
Oak Investment Partners VI, Limited Partnership
Oak Associates VI, Limited Partnership
Oak VI Affiliates Fund, Limited Partnership
Oak VI Affiliates, LLC
Oak Management Corporation
Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont
David B. Walrod
- (b) Address of Principal Business Office or, if none, Residence
c/o Oak Management Corporation
One Gorham Island
Westport, Connecticut 06880
- (c) Citizenship
Please refer to Item 4 on each cover sheet for each filing person.
- (d) Title of Class of Securities
Common stock, par value \$0.001 per share
- (e) CUSIP Number
97653A103

Item 3.

Not applicable

Item 4.

Ownership

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon 69,040,109 shares of Common Stock outstanding as of October 1, 2004, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2004, plus shares issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by each of Oak Investment X, Oak Associates X, LLC, Oak Management Corporation (Oak Management), Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include options to purchase 45,520 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Investment X.

Amounts shown as beneficially owned by each of Oak Affiliates X, Oak X Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include options to purchase 731 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Affiliates X.

Amounts shown as beneficially owned by Bandel L. Carano exclude an aggregate of 16,038 shares of Common Stock held by three trusts (for the benefit of minor children not related to Mr. Carano) of which Mr. Carano is the trustee.

Amounts shown as beneficially owned by Edward F. Glassmeyer include 14,620 shares of Common Stock held by a trust of which members of Mr. Glassmeyer's immediate family are the beneficiaries and the trustee.

Amounts shown as beneficially owned by Fredric W. Harman include 5,467 shares of Common Stock held by a trust of which Mr. Harman is a trustee and an aggregate of 16,038 shares of Common Stock held in trust for the benefit of Mr. Harman's three minor children. Mr. Harman disclaims beneficial ownership of the shares held in trust for his three minor children.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a group and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8.

Identification and Classification of Members of the Group

Not applicable

Item 9.

Notice of Dissolution of Group

Not applicable

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

Signature:

Dated: February 11, 2005

Entities:

Oak Investment Partners IX, Limited Partnership

Oak Associates IX, LLC

Oak IX Affiliates Fund - A, Limited Partnership

Oak IX Affiliates Fund, Limited Partnership

Oak IX Affiliates, LLC

Oak Investment Partners X, Limited Partnership

Oak Associates X, LLC

Oak X Affiliates Fund, Limited Partnership

Oak X Affiliates, LLC

Oak Investment Partners VI, Limited Partnership

Oak Associates VI, Limited Partnership

Oak VI Affiliates Fund, Limited Partnership

Oak VI Affiliates, LLC

Oak Management Corporation

By:

/s/ Edward F. Glassmeyer
Edward F. Glassmeyer, as
General Partner or
Managing Member or as

Attorney-in-fact for the
above-listed entities

Individuals:

Bandel L. Carano

Gerald R. Gallagher

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

David B. Walrod

By:

/s/ Edward F. Glassmeyer
Edward F. Glassmeyer,
Individually and as
Attorney-in-fact for the
above-listed individuals

INDEX TO EXHIBITS

EXHIBIT A	Agreement of Reporting Persons
EXHIBIT B	Power of Attorney