

NEUBERGER BERMAN INC
Form SC 13D/A
October 02, 2002

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

(Amendment No. 3)

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

Neuberger Berman Inc.
(Name of Issuer)

Common Stock, Par Value \$0.01
(Title of Class of Securities)

641234 10 9
(CUSIP Number)

Kevin Handwerker, Esq.
Neuberger Berman Inc.
605 Third Avenue
New York, New York 10158
(212) 476-9000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 31, 2002
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

SCHEDULE 13D/A

CUSIP No: 641234 10 9

1. NAME OF REPORTING PERSONS: Each of the persons listed on Appendix A.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only):

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..
(b) x

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

As to Founder Shares¹, PF

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

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States (Applies to each person on Appendix A)

7. SOLE VOTING POWER

As stated on Appendix A for each Reporting Person.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH²:

8. SHARED VOTING POWER

As stated on Appendix A for each Reporting Person.

9. SOLE DISPOSITIVE POWER (See Item 5)

As stated on Appendix A for each Reporting Person.

10. SHARED DISPOSITIVE POWER (See Item 5)

As stated on Appendix A for each Reporting Person.

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

As stated on Appendix A for each Reporting Person.

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

As stated on Appendix A for each Reporting Person.

14. TYPE OF REPORTING PERSON (See Instructions)

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As to Principals³, IN. as to Family Affiliates⁴ and as to Successor Family Affiliates⁵, as stated on Appendix A.

¹ For a definition of this term, see Item 4.

² Please see Item 6.

³ For a definition of this term, see Item 2.

⁴ For a definition of this term, see Item 2.

⁵ For a definition of this term, see Item 2.

Name of Reporting Person: Robert J. Appel

| | | |
|---|---|-------------------|
| • | Sole Voting Power: | 0 shares |
| • | Shared Voting Power*: | 30,278,722 shares |
| • | Sole Dispositive Power: | 2,009,291 shares |
| • | Shared Dispositive Power: | 0 shares |
| • | Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: | 2.87% |
| • | Aggregate Amount Beneficially Owned by Each Reporting Person*: | 30,278,722 shares |
| • | Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: | 43.33% |

Name of Reporting Person: John J. Barker

| | | |
|---|---|---|
| • | Sole Voting Power: | 21,000 shares (includes 13,193 shares subject to options that are exercisable within sixty days) |
| • | Shared Voting Power*: | 30,278,722 shares |
| • | Sole Dispositive Power: | 361,163 shares (includes 13,193 shares subject to options that are exercisable within sixty days) |
| • | Shared Dispositive Power: | 0 shares |
| • | Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: | .51% |
| • | Aggregate Amount Beneficially Owned by Each Reporting Person*: | 30,299,722 shares |
| • | Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: | 43.35% |

Name of Reporting Person: Jeffrey Bolton

| | | |
|---|---|---|
| • | Sole Voting Power: | 6,000 shares (includes 6,000 shares subject to options that are exercisable within sixty days) |
| • | Shared Voting Power*: | 30,278,722 shares (includes 153,258 shares held by Bolton Associates, L.P.) |
| • | Sole Dispositive Power: | 591,301 shares (includes 6,000 shares subject to options that are exercisable within sixty days and 153,258 shares held by Bolton Associates, L.P.) |
| • | Shared Dispositive Power: | 0 shares |
| • | Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: | .84% |
| • | Aggregate Amount Beneficially Owned by Each Reporting Person*: | 30,284,722 shares |
| • | Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: | 43.33% |

Name of Reporting Person: Lawrence J. Cohn

- Sole Voting Power: 19,071 shares (includes 7,540 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 228,068 shares (includes 7,540 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .32%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,297,793 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.35%

Name of Reporting Person: Robert W. D Alelio

- Sole Voting Power: 11,318 shares (includes 7,500 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 474,633 shares (includes 7,500 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .67%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,290,040 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.34%

Name of Reporting Person: Salvatore D Elia

- Sole Voting Power: 9,684 shares (includes 4,500 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 214,783 shares (includes 4,500 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .30%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,288,406 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.34%

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Name of Reporting Person: Michael N. Emmerman

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 309,000 shares
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .44%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

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Name of Reporting Person: Gregory P. Francfort

- Sole Voting Power: 641 shares
- Shared Voting Power*: 30,278,722 shares (includes 35,336 shares held by Francfort 1998 Grantor Retained Annuity Trust, with respect to which Mr. Francfort, as trustee, shares investment control)
- Sole Dispositive Power: 830,921 shares
- Shared Dispositive Power: 35,336 shares (includes 35,336 shares held by Francfort 1998 Grantor Retained Annuity Trust, with respect to which Mr. Francfort, as trustee, shares investment control)
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.23%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,279,363 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Howard L. Ganek

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 63,500 shares held by Ganek Associates, L.P.)
- Sole Dispositive Power: 1,099,441 shares (includes 63,500 shares held by Ganek Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.57%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Robert I. Gendelman

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 606,433 shares
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .86%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Theodore P. Giuliano

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 106,483 shares held by Giuliano Associates, L.P.)
- Sole Dispositive Power: 425,694 shares (includes 106,483 shares held by Giuliano Associates, L.P.)

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- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .60%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Mark R. Goldstein

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 83,144 shares held by Goldstein Associates, L.P.)
- Sole Dispositive Power: 341,398 shares (includes 83,144 shares held by Goldstein Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .48%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Kenneth M. Kahn

- Sole Voting Power: 1,316 shares
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 242,073 shares
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .34%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,280,038 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Michael W. Kamen

- Sole Voting Power: 6,000 shares (includes 6,000 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares (includes 88,800 shares held by Kamen Associates, L.P.)
- Sole Dispositive Power: 423,960 shares (includes 6,000 shares subject to options that are exercisable within sixty days and 88,800 shares held by Kamen Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .60%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,284,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

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Name of Reporting Person: Michael M. Kassen

- Sole Voting Power: 68,427 shares (includes 38,787 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares (includes 428,706 shares held by Kassen Associates, L.P.)
- Sole Dispositive Power: 1,336,567 shares (includes 38,787 shares subject to options that are exercisable within sixty days and 428,706 shares held by Kassen Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.91%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,347,149 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.40%

Name of Reporting Person: Jeffrey B. Lane

- Sole Voting Power: 325,082 shares (includes 200,490 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 961,830 shares (includes 200,490 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.37%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,603,804 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.67%

Name of Reporting Person: Richard S. Levine

- Sole Voting Power: 3,000 shares (includes 3,000 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 518,681 shares (includes 3,000 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .74%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,281,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Robert Matza

- Sole Voting Power: 202,409 shares (includes 116,351 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 609,657 shares (includes 116,351 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .87%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,481,131 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.55%

Name of Reporting Person: Martin McKerrow

- Sole Voting Power: 7,941 shares
- Shared Voting Power*: 30,278,722 shares (includes 64,315 shares held by McKerrow Associates, L.P.)
- Sole Dispositive Power: 315,618 shares (includes 64,315 shares held by McKerrow Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .45%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,286,663 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.34%

Name of Reporting Person: Martin E. Messinger

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 370,161 shares held by Messinger Associates, L.P.)
- Sole Dispositive Power: 970,465 shares (includes 370,161 shares held by Messinger Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.38%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

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Name of Reporting Person: Harold J. Newman

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 168,108 shares held by Newman Associates, L.P.)
- Sole Dispositive Power: 392,228 shares (includes 168,108 shares held by Newman Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .56%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

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Name of Reporting Person: Daniel P. Paduano

- Sole Voting Power: 8,877 shares
- Shared Voting Power*: 30,278,722 shares (includes 762,742 shares held by Paduano Associates, L.P.)
- Sole Dispositive Power: 786,301 shares (includes 762,742 shares held by Paduano Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.12%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,287,599 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.34%

Name of Reporting Person: Leslie M. Pollack

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 222,318 shares held by Pollack 1998 Grantor Retained Annuity Trust, with respect to which Mr. Pollack, as trustee, shares investment control)
- Sole Dispositive Power: 418,209 shares
- Shared Dispositive Power: 222,318 shares (includes 222,318 shares held by Pollack 1998 Grantor Retained Annuity Trust, with respect to which Mr. Pollack, as trustee, shares investment control)
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .91%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Janet W. Prindle

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 965,511 shares
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.38%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

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Name of Reporting Person: Kevin L. Risen

- Sole Voting Power: 16,947 shares (includes 11,723 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 377,627 shares (includes 11,723 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .54%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,295,669 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.35%

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Name of Reporting Person: Daniel H. Rosenblatt

- Sole Voting Power: 20,999 shares (includes 13,676 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 360,944 shares (includes 13,676 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .51%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,299,721 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.35%

Name of Reporting Person: Heidi L. Steiger (formerly known as: Heidi L. Schneider)

- Sole Voting Power: 125,279 shares (includes 77,569 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares (includes 95,626 shares held by Steiger Associates, L.P.)
- Sole Dispositive Power: 791,503 shares (includes 77,569 shares subject to options that are exercisable within sixty days and 95,626 shares held by Steiger Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.13%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,404,001 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.46%

Name of Reporting Person: Marvin C. Schwartz

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 2,221,855 shares held by Schwartz CS Associates, L.P. and 2,221,854 shares held by Schwartz ES Associates, L.P.)
- Sole Dispositive Power: 5,924,495 shares (includes 2,221,855 shares held by Schwartz CS Associates, L.P. and 2,221,854 shares held by Schwartz ES Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 8.47%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Reporting Person*:

Name of Reporting Person: Jennifer K. Silver

- Sole Voting Power: 51,783 shares (includes 48,000 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 500,689 shares (includes 48,000 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .71%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,330,505 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.37%

Name of Reporting Person: Kent C. Simons

- Sole Voting Power: 6,000 shares (includes 4,500 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares (includes 231,476 shares held by Kent Simons 2002 Grantor Retained Annuity Trust, with respect to which Mr. Simons, as trustee, shares investment control)
- Sole Dispositive Power: 642,559 shares (includes 4,500 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 231,476 shares (includes 231,476 shares held by Kent Simons 2002 Grantor Retained Annuity Trust, with respect to which Mr. Simons, as trustee, shares investment control)
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.25%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,284,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: R. Edward Spilka

- Sole Voting Power: 3,000 shares (includes 3,000 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares (includes 120,382 shares held by The Spilka 1998 Trust, with respect to which Linda Galarza Spilka (wife of Robert Spilka), as trustee, shares investment control)
- Sole Dispositive Power: 447,964 shares (includes 3,000 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 120,382 shares (includes 120,382 shares held by The Spilka 1998 Trust, with respect to which Linda Galarza Spilka (wife of Robert Spilka), as trustee, shares investment control)
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .81%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,281,722 shares

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Aggregate Amount
Beneficially Owned by Each
Reporting Person*:
Percent of Class Represented
by Aggregate Amount
Beneficially Owned by
Reporting Person*:

43.33%

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Name of Reporting Person: Gloria H. Spivak

| | | |
|---|---|-------------------|
| • | Sole Voting Power: | 0 shares |
| • | Shared Voting Power*: | 30,278,722 shares |
| • | Sole Dispositive Power: | 208,516 shares |
| • | Shared Dispositive Power: | 0 shares |
| • | Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: | .29% |
| • | Aggregate Amount Beneficially Owned by Each Reporting Person*: | 30,278,722 shares |
| • | Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: | 43.33% |

Name of Reporting Person: Fred Stein

| | | |
|---|---|-------------------|
| • | Sole Voting Power: | 0 shares |
| • | Shared Voting Power*: | 30,278,722 shares |
| • | Sole Dispositive Power: | 210,512 shares |
| • | Shared Dispositive Power: | 0 shares |
| • | Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: | .30% |
| • | Aggregate Amount Beneficially Owned by Each Reporting Person*: | 30,278,722 shares |
| • | Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: | 43.33% |

Name of Reporting Person: Eleanor Moore Sterne

| | | |
|---|---|-------------------|
| • | Sole Voting Power: | 0 shares |
| • | Shared Voting Power*: | 30,278,722 shares |
| • | Sole Dispositive Power: | 386,654 shares |
| • | Shared Dispositive Power: | 0 shares |
| • | Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: | .55% |
| • | Aggregate Amount Beneficially Owned by Each Reporting Person*: | 30,278,722 shares |
| • | Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: | 43.33% |

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Name of Reporting Person: Stephanie J. Stiefel

- Sole Voting Power: 18,518 shares (includes 9,645 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares (includes 34,107 shares held by Stiefel Associates, L.P.)
- Sole Dispositive Power: 334,999 shares (includes 9,645 shares subject to options that are exercisable within sixty days and 34,107 shares held by Stiefel Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .47%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,297,240 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.35%

Name of Reporting Person: Peter Strauss

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 289,999 shares held by The Strauss 1998 Trust, with respect to which Barbara Strauss (wife of Peter Strauss), as trustee, shares investment control)
- Sole Dispositive Power: 87,752 shares
- Shared Dispositive Power: 289,999 shares (includes 289,999 shares held by The Strauss 1998 Trust, with respect to which Barbara Strauss (wife of Peter Strauss), as trustee, shares investment control)
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .54%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Peter E. Sundman

- Sole Voting Power: 194,910 shares (includes 116,351 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares (includes 192,436 shares held by Sundman Associates, L.P.)
- Sole Dispositive Power: 551,455 shares (includes 116,351 shares subject to options that are exercisable within sixty days and 192,436 shares held by Sundman Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .78%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,473,632 shares

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- Percent of Class Represented
by Aggregate Amount
Beneficially Owned by
Reporting Person*: 43.53%

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Name of Reporting Person: Judith M. Vale

- Sole Voting Power: 13,681 shares (includes 7,500 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 965,994 shares (includes 7,500 shares subject to options that are exercisable within sixty days)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 1.38%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,292,403 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.34%

Name of Reporting Person: David I. Weiner

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 44,784 shares held by Weiner 1998 Grantor Retained Annuity Trust, with respect to which Mr. Weiner, as trustee, shares investment control)
- Sole Dispositive Power: 650,190 shares
- Shared Dispositive Power: 44,784 shares (includes 44,784 shares held by Weiner 1998 Grantor Retained Annuity Trust, with respect to which Mr. Weiner, as trustee, shares investment control)
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: .99%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Dietrich Weismann

- Sole Voting Power: 0 shares
- Shared Voting Power*: 30,278,722 shares (includes 1,097,414 shares held by Weismann Associates, L.P.)
- Sole Dispositive Power: 2,235,106 shares (includes 1,097,414 shares held by Weismann Associates, L.P.)
- Shared Dispositive Power: 0 shares
- Percent of Class Over Which Reporting Person Has Sole or Shared Dispositive Power: 3.19%
- Aggregate Amount Beneficially Owned by Each Reporting Person*: 30,278,722 shares
- Percent of Class Represented by Aggregate Amount Beneficially Owned by Reporting Person*: 43.33%

Name of Reporting Person: Allan R. White, III

- Sole Voting Power: 16,948 shares (includes 11,308 shares subject to options that are exercisable within sixty days)
- Shared Voting Power*: 30,278,722 shares
- Sole Dispositive Power: 378,710 shares (includes 11,308 shares subject to options that are exercisable within sixty days)