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MANUGISTICS GROUP INC  
Form SC 13D  
August 30, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934\*

MANUGISTICS GROUP, INC.

-----  
(Name of Issuer)

Common Stock, \$0.002 Par Value

-----  
(Title of Class of Securities)

565011103

-----  
(CUSIP Number)

Scott A. Arenare, Esq.  
Managing Director and General Counsel  
Warburg Pincus LLC  
466 Lexington Avenue  
New York, New York 10017  
(212) 878-0600

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

Copies to:

Steven J. Gartner, Esq.  
Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000

August 21, 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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-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 240.13d-7 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

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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 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).

SCHEDULE 13D

-----  
CUSIP No. 565011103  
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION	
	Warburg Pincus Private Equity VIII, L.P.	I.R.S. #13-4161869
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)	
	WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		4,153,800
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		4,153,800
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

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4,153,800

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.95%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

SCHEDULE 13D

CUSIP No. 565011103

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)	
	Warburg, Pincus & Co.	I.R.S. #13-6358475
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)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	8	SHARED VOTING POWER
		4,153,800
	9	SOLE DISPOSITIVE POWER

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PERSON WITH

0

10 SHARED DISPOSITIVE POWER

4,153,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,153,800

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

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

5.95%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

-----  
CUSIP No. 565011103  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Warburg Pincus LLC

I.R.S. #13-3536050

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)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

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	0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	4,153,800	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	4,153,800	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,153,800	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.95%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	00	

This Schedule 13D is being filed on behalf of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), Warburg Pincus LLC, a New York limited liability company ("WP LLC"), and Warburg, Pincus & Co., a New York general partnership ("WP," and together with WP VIII and WP LLC, the "Reporting Persons"). The holdings of the Reporting Persons indicated in this Schedule 13D include the holdings of Warburg Pincus Netherlands Private Equity VIII C.V. I ("WPNPE VIII I"), Warburg Pincus Netherlands Private Equity VIII C.V. II ("WPNPE VIII II") and Warburg Pincus Germany Private Equity VIII KG ("WPGPE VIII", and together with WP VIII, WPNPE VIII I and WPNPE VIII II, the "Investors"). WP, WP LLC and the Investors are referred to in this Schedule 13D as the "Group Members".

The Group Members are making this single, joint filing because 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 (the "Exchange Act"). The agreement among the Group Members to file jointly (the "Joint Filing Agreement") is attached hereto as Exhibit 1. Unless the context otherwise requires, references herein to the "Common Stock" are to shares of common stock, par value \$0.002 per share of Manugistics Group, Inc., a Delaware corporation (the "Company"). Each Group Member disclaims beneficial ownership of all shares of Common Stock, other than those reported herein as being owned by it.

Item 1. Security and Issuer.

This statement on Schedule 13D relates to the Common Stock, and is being

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filed pursuant to Rule 13d-1 of the Exchange Act. The address of the principal executive offices of the Company is 9715 Key West Avenue, Rockville, Maryland 20850.

### Item 2. Identity and Background.

(a) This statement is filed by the Group Members. The Group Members are deemed to be a group within the meaning of Rule 13d-5. The sole general partner of each Investor is WP. WP LLC manages each Investor. Lionel I. Pincus is the managing partner of WP and the managing member of WP LLC and may be deemed to control both WP and WP LLC. The general partners of WP and the members of WP LLC, and their respective business addresses and principal occupations, are set forth on Schedule I hereto.

(b) The address of the principal business and principal office of each of the Group Members is c/o 466 Lexington Avenue, New York, New York 10017.

(c) The principal business of each Investor is that of making private equity and related investments. The principal business of WP is acting as general partner of each of the Investors and certain other private equity funds. The principal business of WP LLC is acting as manager of each of the Investors and certain other private equity funds.

(d) None of the Group Members, nor, to the best of their knowledge, any of the directors, executive officers, control persons, general partners or members referred to in paragraph (a) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Group Members, nor, to the best of their knowledge, any of the directors, executive officers, control persons, general partners or members referred to in paragraphs (a) and (d) above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future

violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of WPNPE VIII I and WPNPE VIII II is organized under the laws of the Netherlands. WPGPE VIII is organized under the laws of Germany. Except as otherwise indicated above or on Schedule I hereto, each of the individuals referred to in paragraphs (a) and (d) above is a United States citizen.

### Item 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used by each Investor to purchase the shares of Common Stock as described herein was furnished from the working capital of such Investor. The total amount of funds used by the Investors to purchase shares of Common Stock was \$14,458,891, net of brokerage commissions.

### Item 4. Purpose of Transaction.

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The purchase by the Investors of beneficial ownership of the shares of Common Stock as described herein was effected because of the Reporting Persons' belief that the Company represents an attractive investment based on the Company's business prospects and strategy. Depending on prevailing market, economic and other conditions, the Reporting Persons may from time to time acquire additional securities of the Company, engage in discussions with the Company concerning further acquisitions of securities of the Company or otherwise invest in the Company or one or more of its subsidiaries. The Reporting Persons intend to review their investment in the Company on a continuing basis and, depending upon the price and availability of the Company's securities, subsequent developments concerning the Company, the Company's business and prospects, other investment and business opportunities available to the Reporting Persons, general stock market and economic conditions, tax considerations and other

factors considered relevant, may decide at any time to increase or decrease the size of their investment in the Company or to sell any or all of the securities of the Company that they hold.

Each of the Investors is a partnership engaged in making private equity and related investments. In connection with that business, the Reporting Persons frequently seek to make significant investments in the entities in which they invest. The Reporting Persons have followed the Company and the industry for many years and are supportive of the management team and its strategy. The Reporting Persons may in the future seek to engage in discussions with management of the Company concerning the possibility of a representative of the Reporting Persons becoming a member of the board of directors of the Company and/or concerning potential investments by the Reporting Persons in securities of the Company and/or its subsidiaries. Such discussions may relate to one or more the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Other than as set forth above, none of the Reporting Persons has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Due to their respective relationships with the Investors and each other, each of the Reporting Persons may be deemed to beneficially own an aggregate of 4,153,800 shares of Common Stock as of August 29, 2002, by virtue of the Investors' ownership of such shares as of such date. The 4,153,800 shares of Common Stock which the Reporting Persons may be deemed to beneficially own represent approximately 5.95% of the 69,800,000 shares of Common Stock outstanding as of July 8, 2002 (based on the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2002).

(b) Each of the Investors shares the power to vote or to direct the vote and to dispose or to direct the disposition of the 4,153,800 shares of Common Stock it may be deemed to beneficially own as of August 29, 2002. Each of the Reporting Persons shares with the Investors the power to vote or to direct the

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vote and to dispose or to direct the disposition of the 4,153,800 shares of Common Stock it may be deemed to beneficially own as of August 29, 2002.

(c) The Investors acquired shares of Common Stock in the open market transactions set forth on Schedule II attached hereto. Except as described on Schedule II, no transactions in Common Stock were effected during the last sixty days by the Reporting Persons or any of the persons set forth on Schedules I or in Item 2(d) hereto.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of Common Stock is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer.

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Group Members have entered into an agreement, attached hereto as Exhibit 1, with respect to the joint filing of this statement and any amendment or amendments hereto. Item 7. Material to be Filed as Exhibits

- 1. Joint Filing Agreement.

SIGNATURES

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

Dated: August 30, 2002

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg, Pincus & Co., General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

Dated: August 30, 2002

WARBURG, PINCUS & CO.

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

Dated: August 30, 2002

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare



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Title: Managing Director

Dated: August 30, 2002

WARBURG PINCUS NETHERLANDS  
PRIVATE EQUITY VIII C.V. I

By: Warburg, Pincus & Co.,  
General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

Dated: August 30, 2002

WARBURG PINCUS NETHERLANDS  
PRIVATE EQUITY VIII C.V. II

By: Warburg, Pincus & Co.,  
General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

Dated: August 30, 2002

WARBURG PINCUS GERMANY  
PRIVATE EQUITY VIII KG

By: Warburg, Pincus & Co.,  
General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

SCHEDULE I

Set forth below is the name, position and present principal occupation of each of the general partners of Warburg, Pincus & Co. ("WP") and members of Warburg Pincus LLC ("WP LLC"). The sole general partner of Warburg Pincus Private Equity VIII, L.P. ("WP VIII") is WP. WP VIII, WP, and WP LLC are hereinafter collectively referred to as the "Reporting Entities". Except as otherwise indicated, the business address of each of such persons is 466 Lexington Avenue, New York, New York 10017, and each of such persons is a citizen of the United States.

GENERAL PARTNERS OF WP

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NAME	PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP, AND POSITIONS WITH THE REPORTING ENTITIES
Joel Ackerman	Partner of WP; Member and Managing Director of WP LLC
Scott A. Arenare	Partner of WP; Member and Managing Director of WP LLC
Gregory Back	Partner of WP; Member and Managing Director of WP LLC
David Barr	Partner of WP; Member and Managing Director of WP LLC
Larry Bettino	Partner of WP; Member and Managing Director of WP LLC
Harold Brown	Partner of WP; Member and Managing Director of WP LLC
Sean D. Carney	Partner of WP; Member and Managing Director of WP LLC
Samantha C. Chen	Partner of WP; Member and Managing Director of WP LLC
Mark Colodny	Partner of WP; Member and Managing Director of WP LLC
Timothy J. Curt	Partner of WP; Member and Managing Director of WP LLC
W. Bowman Cutter	Partner of WP; Member and Managing Director of WP LLC
Cary J. Davis	Partner of WP; Member and Managing Director of WP LLC
Stephen Distler	Partner of WP; Member and Managing Director of WP LLC
Stewart K. P. Gross	Partner of WP; Member and Senior Managing Director of WP LLC
Patrick T. Hackett	Partner of WP; Member and Managing Director of WP LLC
Jeffrey A. Harris	Partner of WP; Member and Senior Managing Director of WP LLC
William H. Janeway	Partner of WP; Member and Vice Chairman of WP LLC
Peter R. Kagan	Partner of WP; Member and Managing Director of WP LLC
Charles R. Kaye	Partner of WP; Member, Co-President and Executive Managing Director of WP LLC
Henry Kressel	Partner of WP; Member and Senior Managing Director of WP LLC
Joseph P. Landy	Partner of WP; Member, Co-President and Executive Managing Director of WP LLC
Sidney Lapidus	Partner of WP; Member and Managing Director of WP LLC
Kewsong Lee	Partner of WP; Member and Managing Director of WP LLC
Jonathan S. Leff	Partner of WP; Member and Managing Director of WP LLC
Reuben S. Leibowitz	Partner of WP; Member and Managing Director of WP LLC
David E. Libowitz	Partner of WP; Member and Managing Director of WP LLC
Nancy Martin	Partner of WP; Member and Managing Director of WP LLC

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Edward J. McKinley	Partner of WP; Member and Managing Director of WP LLC
Rodman W. Moorhead III	Partner of WP; Member and Managing Director of WP LLC
James Neary	Partner of WP; Member and Managing Director of WP LLC
Howard H. Newman	Partner of WP; Member and Vice Chairman of WP LLC
Gary D. Nusbaum	Partner of WP; Member and Managing Director of WP LLC
Dalip Pathak	Partner of WP; Member and Managing Director of WP LLC
Lionel I. Pincus	Managing Partner of WP; Managing Member and Chairman of WP LLC
Stan Raatz	Partner of WP; Member and Managing Director of WP LLC
John D. Santoleri	Partner of WP; Member and Managing Director of WP LLC
Henry B. Schacht	Partner of WP; Member and Managing Director of WP LLC (on leave of absence since October 2000)
Steven G. Schneider	Partner of WP; Member and Managing Director of WP LLC

NAME	PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP, AND POSITIONS WITH THE REPORTING ENTITIES
Mimi Strouse	Partner of WP; Member and Managing Director of WP LLC
Barry Taylor	Partner of WP; Member and Managing Director of WP LLC
Wayne W. Tsou	Partner of WP; Member and Managing Director of WP LLC
John L. Vogelstein	Partner of WP; Member and Vice Chairman of WP LLC
John Vrolyk	Partner of WP; Member and Managing Director of WP LLC
Elizabeth H. Weatherman	Partner of WP; Member and Managing Director of WP LLC
David Wenstrup	Partner of WP; Member and Managing Director of WP LLC
Rosanne Zimmerman	Partner of WP; Member and Managing Director of WP LLC
Pincus & Co.*	
NL & Co.**	

\* New York limited partnership; primary activity is ownership interest in WP and WP LLC

\*\* New York limited partnership; primary activity is ownership interest in WP

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MEMBERS OF WP LLC

NAME	PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP LLC, AND POSITIONS WITH THE REPORTING ENTITIES
Joel Ackerman	Member and Managing Director of WP LLC; Partner of WP
Scott A. Arenare	Member and Managing Director of WP LLC; Partner of WP
Gregory Back	Member and Managing Director of WP LLC; Partner of WP
David Barr	Member and Managing Director of WP LLC; Partner of WP
Larry Bettino	Member and Managing Director of WP LLC, Partner of WP
Frank M. Brochin (1)	Member and Managing Director of WP LLC
Harold Brown	Member and Managing Director of WP LLC; Partner of WP
Sean D. Carney	Member and Managing Director of WP LLC; Partner of WP
Samantha C. Chen	Member and Managing Director of WP LLC; Partner of WP
Mark Colodny	Member and Managing Director of WP LLC; Partner of WP
Timothy J. Curt	Member and Managing Director of WP LLC; Partner of WP
W. Bowman Cutter	Member and Managing Director of WP LLC; Partner of WP
Cary J. Davis	Member and Managing Director of WP LLC; Partner of WP
Stephen Distler	Member and Managing Director of WP LLC; Partner of WP
Tetsuya Fukagawa (2)	Member and Managing Director of WP LLC
Makoto Fukuhara (2)	Member and Managing Director of WP LLC
Stewart K. P. Gross	Member and Senior Managing Director of WP LLC; Partner of WP
Alf Grunwald (3)	Member and Managing Director of WP LLC
Patrick T. Hackett	Member and Managing Director of WP LLC; Partner of WP
Jeffrey A. Harris	Member and Senior Managing Director of WP LLC; Partner of WP
Sung-Jin Hwang (4)	Member and Managing Director of WP LLC
Roberto Italia (5)	Member and Managing Director of WP LLC
William H. Janeway	Member and Vice Chairman of WP LLC; Partner of WP

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Peter R. Kagan	Member and Managing Director of WP LLC; Partner of WP
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Charles R. Kaye	Member, Co-President and Executive Managing Director of WP LLC; Partner of WP
-----	-----
Rajesh Khanna (6)	Member and Managing Director of WP LLC
-----	-----
Henry Kressel	Member and Senior Managing Director of WP LLC; Partner of WP
-----	-----
Rajiv B. Lall (6)	Member and Managing Director of WP LLC
-----	-----
Joseph P. Landy	Member, Co-President and Executive Managing Director of WP LLC; Partner of WP
-----	-----
Sidney Lapidus	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Kewsong Lee	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Jonathan S. Leff	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Reuben S. Leibowitz	Member and Managing Director of WP LLC; Partner of WP
-----	-----
David E. Libowitz	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Nicholas J. Lowcock (7)	Member and Managing Director of WP LLC
-----	-----
John W. MacIntosh (8)	Member and Managing Director of WP LLC
-----	-----
Nancy Martin	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Edward J. McKinley	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Rodman W. Moorhead III	Member and Managing Director of WP LLC; Partner of WP
-----	-----
James Neary	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Howard H. Newman	Member and Vice Chairman of WP LLC; Partner of WP
-----	-----
Gary D. Nusbaum	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Dalip Pathak	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Lionel I. Pincus	Managing Member and Chairman of WP LLC; Managing Partner of WP
-----	-----
Pulak Chandan Prasad (6)	Member and Managing Director of WP LLC
-----	-----
Stan Raatz	Member and Managing Director of WP LLC; Partner of WP
-----	-----
John D. Santoleri	Member and Managing Director of WP LLC; Partner of WP
-----	-----
Henry B. Schacht	Member and Managing Director of WP LLC; Partner of WP (on leave of absence since October 2000)
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MEMBERS OF WP LLC (continued)

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NAME	PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP LLC, AND POSITIONS WITH THE REPORTING ENTITIES
Steven G. Schneider	Member and Managing Director of WP LLC; Partner of WP
Joseph C. Schull (8)	Member and Managing Director of WP LLC
Melchior Stahl (3)	Member and Managing Director of WP LLC
Mimi Strouse	Member and Managing Director of WP LLC, Partner of WP
Chang Q. Sun (9)	Member and Managing Director of WP LLC
Barry Taylor	Member and Managing Director of WP LLC, Partner of WP
Wayne W. Tsou	Member and Managing Director of WP LLC, Partner of WP
John L. Vogelstein	Member and Vice Chairman of WP LLC; Partner of WP
John R. Vrolyk	Member and Managing Director of WP LLC; Partner of WP
Elizabeth H. Weatherman	Member and Managing Director of WP LLC; Partner of WP
David Wenstrup	Member and Managing Director of WP LLC; Partner of WP
Jeremy S. Young (7)	Member and Managing Director of WP LLC
Rosanne Zimmerman	Member and Managing Director of WP LLC; Partner of WP
Pincus & Co.*	

- (1) Citizen of France
- (2) Citizen of Japan
- (3) Citizen of Germany
- (4) Citizen of Korea
- (5) Citizen of Italy
- (6) Citizen of India
- (7) Citizen of United Kingdom
- (8) Citizen of Canada
- (9) Citizen of China

\* New York limited partnership; primary activity is ownership interest in WP and WP LLC

SCHEDULE II

Date	# of Shares	Per Share Price	Total Cost (net of brokerage commissions)
7/29/2002	25,000	\$3.8496	\$96,240
7/30/2002	36,600	\$3.9241	\$143,622
7/31/2002	150,000	\$4.1069	\$616,035

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8/1/2002	278,600	\$3.7632	\$1,048,428
8/2/2002	331,800	\$3.3781	\$1,120,854
8/5/2002	370,000	\$3.2325	\$1,196,025
8/6/2002	171,800	\$3.4313	\$589,497
8/7/2002	432,000	\$3.4801	\$1,503,403
8/8/2002	125,000	\$3.5580	\$444,750
8/9/2002	129,100	\$3.5369	\$456,614
8/12/2002	32,800	\$3.4969	\$114,698
8/13/2002	27,000	\$3.5052	\$94,640
8/14/2002	400,000	\$2.8791	\$1,151,640
8/15/2002	218,500	\$3.1401	\$686,112
8/16/2002	271,800	\$3.1388	\$853,126
8/19/2002	100,300	\$3.1858	\$319,536
8/20/2002	200,000	\$3.6667	\$733,340
8/21/2002	269,700	\$3.8814	\$1,046,814
8/22/2002	41,100	\$3.8917	\$159,949
8/23/2002	35,200	\$3.8283	\$134,756
8/26/2002	26,500	\$3.9089	\$103,586
8/27/2002	127,400	\$3.9633	\$504,924
8/28/2002	102,200	\$3.6351	\$371,507
8/29/2002	251,400	\$3.8536	\$968,795
-----	-----	-----	-----
TOTAL	4,153,800		\$14,458,891
	-----		-----

Exhibit Index

Exhibit 1. Joint Filing Agreement.