

Edgar Filing: EPIX MEDICAL INC - Form SC 13G/A

EPIX MEDICAL INC
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 4)*

EPIX MEDICAL, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

26881Q101

(CUSIP Number)

December 31, 2001

(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)

/X/ Rule 13d-1(d)

*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 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).

(Continued on following pages)

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1 NAME OF REPORTING PERSON
BESSEMER VENTURE PARTNERS III L.P. ("BVP III")

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number: 11-3197697

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (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 1,398,355 shares, except that Deer III & Co., LLC ("Deer III"), the general partner of BVP III, and William T. Burgin ("Burgin"), Robert H. Buescher ("Buescher"), David J. Cowan ("Cowan"), G. Felda Hardymon ("Hardymon") and Christopher F.O. Gabrieli ("Gabrieli"), the managers of Deer III, may be deemed to have shared power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 1,398,355 shares, except that Deer III, Brownstein, Burgin, Buescher, Cowan, Hardymon and Gabrieli, the managers of Deer III, may be deemed to have shared power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,398,355

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.85%

12 TYPE OF REPORTING PERSON PN

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 1 NAME OF REPORTING PERSON
 DEER III & CO. LLC ("DEER III")

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Tax ID Number: 11-3197696

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) /X/ (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 1,456,952 shares, except that Burgin, Buescher, Cowan, Hardyman, Gabrieli, the managers of Deer III, may be deemed to have shared power to vote these shares.
---	---

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 1,456,952 shares, except that Burgin, Buescher,
 Cowan, Hardyman, Gabrieli, the managers of Deer
 III, may be deemed to have shared power to dispose
 of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,456,952
---	-----------

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	/ /
--	-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.26%
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12 TYPE OF REPORTING PERSON PN

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1 NAME OF REPORTING PERSON
NEILL H. BROWNSTEIN

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 6,331 shares.
	6	SHARED VOTING POWER 0 shares.
	7	SOLE DISPOSITIVE POWER 6,331 shares.
	8	SHARED DISPOSITIVE POWER 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 6,331

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.04%

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON
ROBERT H. BUESCHER

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
3,444 shares.

6 SHARED VOTING POWER
1,456,952 shares, as Buescher is a manager
of Deer III and may be deemed to have shared
power to vote these shares.

7 SOLE DISPOSITIVE POWER
3,444 shares.

8 SHARED DISPOSITIVE POWER
1,456,952 shares, as Buescher is a manager
of Deer III and may be deemed to have
shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,460,396

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.28 %

12 TYPE OF REPORTING PERSON
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1 NAME OF REPORTING PERSON
WILLIAM T. BURGIN

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) / /

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF SHARES	5	SOLE VOTING POWER 0 shares.
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 1,456,952 shares, as Burgin is a manager of Deer III and may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 1,456,952 shares, as Burgin is a manager of Deer III and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,456,952

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.26%

12 TYPE OF REPORTING PERSON
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1 NAME OF REPORTING PERSON
G. FELDA HARDYMON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number:

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
1,456,952 shares, as Hardymon is a manager of
Deer III and may be deemed to have shared
power to vote these shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
1,456,952 shares, as Hardymon is a manager of
Deer III and may be deemed to have shared power
to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,456,952

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.26%

12 TYPE OF REPORTING PERSON
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1 NAME OF REPORTING PERSON CHRISTOPHER F. O. GABRIELI
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.
	6	SHARED VOTING POWER 1,456,952 shares, as Gabrieli is a manager of Deer III and may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 1,456,952 shares, as Gabrieli is a manager of Deer III and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,456,952

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.26%

12 TYPE OF REPORTING PERSON IN

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1 NAME OF REPORTING PERSON DAVID J. COWAN
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF 5 SOLE VOTING POWER

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SHARES		5,248 shares.	
BENEFICIALLY			-----
OWNED BY EACH	6	SHARED VOTING POWER	
REPORTING		1,456,952 shares, as Cowan is a manager of Deer	
PERSON		III and may be deemed to have shared power to	
WITH		vote these shares.	-----
	7	SOLE DISPOSITIVE POWER	
		5,248 shares.	-----
	8	SHARED DISPOSITIVE POWER	
		1,456,952 shares, as Cowan is a manager of Deer	
		III and may be deemed to have shared power to	
		dispose of these shares.	-----

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,456,952

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	/ /

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	10.30%

12	TYPE OF REPORTING PERSON IN	

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1	NAME OF REPORTING PERSON	MICHAEL I. BARACH
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Tax ID Number:	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) /X/ (b) / /

3	SEC USE ONLY	

4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S.A.	

NUMBER OF		5	SOLE VOTING POWER
SHARES			1,707 shares.
BENEFICIALLY			-----
OWNED BY EACH	6	SHARED VOTING POWER	
REPORTING		0 shares.	-----
PERSON			
WITH	7	SOLE DISPOSITIVE POWER	
		1,707 shares.	-----

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8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,707

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.01%

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON ROBI L. SONI
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 0 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES / /

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.00%

12 TYPE OF REPORTING PERSON
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ITEM 1(a). NAME OF ISSUER:

EPIX Medical, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

71 Rogers Street

Cambridge, MA 02142

ITEM 2.

(a), (b) and (c) Name of Person Filing, Address of Principal Business Office and Citizenship:

This statement is filed by Bessemer Venture Partners III L.P. ("BVP III"), a Delaware limited partnership having its principal office at 1400 Old Country Road, Suite 407, Westbury, New York, 11590.

This statement is also filed (i) by Deer III & Co. LLC, a Delaware limited liability company ("Deer III") the general partner of BVP III, (ii) by Robert H. Buescher, William T. Burgin, G. Felda Hardymon, Christopher F.O. Gabrieli, David J. Cowan, who are all United States citizens and managers of Deer III, and (iii) by Neill Brownstein*, Michael I. Barach**, and Robi L. Soni, who are all United States Citizens and members of Deer III. Deer III has its principal office at 1400 Old Country Road, Suite 407, Westbury, New York, 11590. Mr. Brownstein's and Mr. Cowan's principal business address is 535 Middlefield Road, Suite 245, Menlo Park, CA, 94025. Mr. Buescher's principal business address is the Westbury address. The principal business address for the other members is 83 Walnut Street, Wellesley Hills, Massachusetts 02181-2101.

* As of January 1, 1995 Mr. Brownstein became a special member of Deer III & Co. LLC with no power to participate in the management of its affairs.

** As of August 1, 1996, Mr. Barach became a special member of Deer III & Co. LLC with no power to participate in the management of its affairs.

This Schedule 13G shall not be construed as an admission that any Filing Person is, either for purposes of Section 13(d) or 13(g) of the Act or for other purposes, the beneficial owner of any Common Stock disclosed in this Schedule 13G.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

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ITEM 3. NOT APPLICABLE

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2001:

(a) AMOUNT BENEFICIALLY OWNED:

See Row 9 of cover page for each Reporting Person.

(b) PERCENT OF CLASS:

See Row 11 of cover page for each Reporting Person.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:

See Row 5 of cover page for each Reporting Person.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:

See Row 6 of cover page for each Reporting Person.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:

See Row 7 of cover page for each Reporting Person.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION
OF:

See Row 8 of cover page for each Reporting Person.

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 [X].

As of the date hereof, Neill H. Brownstein, Michael I. Barach and Robi L. Soni each have ceased to be the beneficial owner of more than five percent of the class of securities.

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

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Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

This Schedule 13G is being filed jointly pursuant to Rule 13d-1(k). As a result of the relationship among the Filing Persons described herein, some or all of the Filing Persons may be deemed to comprise a group within the meaning of Section 13 and the Rules promulgated thereunder. However, the Filing Persons deny such group status.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

MATERIAL TO BE FILED AS EXHIBITS

Exhibit A - Agreement of Joint Filing dated as of February 14, 2002.

Exhibit B - Statement Appointing Designated Filer and Authorized Signatory dated as of February 14, 2002 (incorporated by reference from Exhibit B to the 13(g) relating to the common stock of the Telocity Delaware, Inc. filed by the undersigned with the Securities and Exchange Commission on February 14, 2002).

SIGNATURES

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.

Date: February 14, 2002

BESSEMER VENTURE PARTNERS III L.P.

By: Deer III & Co. LLC, General Partner

By: /s/ J. Edmund Colloton

J. Edmund Colloton
Authorized Officer

DEER III & Co. LLC

By: /s/ J. Edmund Colloton

J. Edmund Colloton
Authorized Officer

NEILL H. BROWNSTEIN

By: *

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J. Edmund Colloton
Attorney-in-Fact

WILLIAM T. BURGIN

By: *

J. Edmund Colloton
Attorney-in-Fact

G. FELDA HARDYMON

By: *

J. Edmund Colloton
Attorney-in-Fact

CHRISTOPHER F. O. GABRIELI

By: *

J. Edmund Colloton
Attorney-in-Fact

MICHAEL I. BARACH

By: *

J. Edmund Colloton
Attorney-in-Fact

ROBI L. SONI

By: *

J. Edmund Colloton
Attorney-in-Fact

DAVID J. COWAN

By: *

J. Edmund Colloton
Attorney-in-Fact

ROBERT H. BUESCHER

By: *

J. Edmund Colloton
Attorney-in-Fact

EXHIBIT INDEX

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SEQUEN
NUMBER

EXHIBIT

- Exhibit A: Agreement of Joint Filing
- Exhibit B: Statement Appointing Designated Filer and Authorized Signatories dated as of February 14, 2002 (incorporated by reference from Exhibit B to the 13(g) relating to the common stock of the Telocity Delaware, Inc. filed by the undersigned with the Securities and Exchange Commission on February 14, 2002).

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EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of EPIX Medical, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

This Agreement may be signed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Date: February 14, 2002

BESSEMER VENTURE PARTNERS III L.P.

By: Deer III & Co. LLC, General Partner

By: /s/ J. Edmund Colloton

J. Edmund Colloton
Authorized Officer

DEER III & Co. LLC

By: /s/ J. Edmund COLLOTON

J. Edmund Colloton
Authorized Officer

NEILL H. BROWNSTEIN

By: *

J. Edmund Colloton
Attorney-in-Fact

WILLIAM T. BURGIN

By: *

J. Edmund Colloton
Attorney-in-Fact

G. FELDA HARDYMON

By: *

J. Edmund Colloton

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Attorney-in-Fact

CHRISTOPHER F. O. GABRIELI

By: *

J. Edmund Colloton
Attorney-in-Fact

MICHAEL I. BARACH

By: *

J. Edmund Colloton
Attorney-in-Fact

ROBI L. SONI

By: *

J. Edmund Colloton
Attorney-in-Fact

DAVID J. COWAN

By: *

J. Edmund Colloton
Attorney-in-Fact

ROBERT H. BUESCHER

By: *

J. Edmund Colloton
Attorney-in-Fact