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QUINTON CARDIOLOGY SYSTEMS INC
Form SC 13D/A
April 28, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(AMENDMENT NO. 3)*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)

QUINTON CARDIOLOGY SYSTEMS, INC.

(Name of Issuer)

COMMON STOCK, WITHOUT PAR VALUE

(Title of Class of Securities)

748773 10 8

(CUSIP Number)

BELINDA W. CHEW
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
1251 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10020

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

March 28, 2003

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the 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).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM

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ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1746 (03-00)

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-
1. NAME OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
KONINKLIJKE PHILIPS ELECTRONICS N.V.
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS*
WC
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
THE NETHERLANDS
-
- | | |
|--|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER 1,394,024 |
| 8. SHARED VOTING POWER 0 | |
| 9. SOLE DISPOSITIVE POWER 1,394,024 | |
| 10. SHARED DISPOSITIVE POWER 0 | |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,394,024
-
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.5%
-
14. TYPE OF REPORTING PERSON*
CO/HC
-

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION

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SCHEDULE 13D/A

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1. NAME OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
PHILIPS HOLDING USA INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*
AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER
1,394,024

8. SHARED VOTING POWER
0

9. SOLE DISPOSITIVE POWER
1,394,024

10. SHARED DISPOSITIVE POWER
0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,394,024

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.5%

14. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION

SCHEDULE 13D/A

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1. NAME OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS*
AF
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
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DELAWARE
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| | 8. SHARED VOTING POWER 0 |
| | 9. SOLE DISPOSITIVE POWER 1,394,024 |
| | 10. SHARED DISPOSITIVE POWER 0 |
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-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.5%
-
14. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION

This Amendment No. 3 amends and restates in its entirety the Schedule 13D/A filed by the Reporting Persons (as defined herein) on March 21, 2003.

ITEM 1. SECURITY AND ISSUER.

The class of equity securities to which this statement relates is the shares of common stock, without par value (the "Shares"), of Quinton Cardiology Systems, Inc. (formerly QIC Holding Corp.), a California corporation ("Quinton"). The principal executive office of Quinton is located at 3303 Monte Villa Parkway, Bothell, Washington 98021.

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ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is being filed by Koninklijke Philips Electronics N.V. ("KPENV"), Philips Holding USA Inc. ("PHUSA") and Philips Electronics North America Corporation ("PENAC" and, collectively with KPENV and PHUSA, the "Reporting Persons"). PENAC is a wholly owned subsidiary of PHUSA, which, in turn, is a wholly owned subsidiary of KPENV.

Certain information concerning each director and executive officer of (i) KPENV is set forth in Schedule I hereto and incorporated herein by reference, (ii) PHUSA is set forth in Schedule II hereto, and (iii) PENAC is set forth in Schedule III hereto and is, in each case, incorporated herein by reference.

(b) The principal business address of KPENV is Breitner Centre, Amstelplein 2, 1096 BC Amsterdam, The Netherlands. The principal business address of PHUSA and PENAC is 1251 Avenue of the Americas, New York, New York 10020.

(c) The primary business of each of the Reporting Persons is the manufacture and distribution of electronic and electrical products, systems and equipment, as well as information technology services.

(d) None of the Reporting Persons or, to the best knowledge and belief of the Reporting Persons, any of the individuals listed on Schedule I, II or III has, during the past five years, been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons or, to the best knowledge and belief of the Reporting Persons, any of the individuals listed on Schedule I, II or III has, during the past 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) KPENV is a company incorporated under the laws of the Netherlands. PHUSA and PENAC are Delaware corporations.

This Item 2 is qualified in its entirety by reference to Schedules I, II and III, which are incorporated herein by reference.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Pursuant to the Asset Purchase Agreement (the "APA"), dated as of November 17, 2000, between Agilent Technologies, Inc., a Delaware corporation ("Agilent"), and KPENV and the Amendment and Supplemental Agreement (together with the APA, the "Agreement"), dated as of August 1, 2001, between Agilent and KPENV, on August 1, 2001, PENAC acquired 19 shares of Class A Common Stock and 2,330,000 shares of Series A Preferred Stock of Quinton for \$4,000,000, the source of which funds was working capital. Each share of Series A Preferred Stock was convertible into one share of Class A Common Stock at the option of the holder, subject to certain adjustments.

In addition, pursuant to the Agreement, PENAC acquired 100% equity ownership of Zymed, Inc., a California corporation ("Zymed"). The source of the funds PENAC used to acquire Zymed was working capital.

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Pursuant to Article III(d)(3)(ff) of the Certificate of Amendment of Articles of Incorporation of Quinton, dated June 2, 1998 (the "Certificate of Amendment"), the holders of Series A Preferred Stock were entitled to receive certificates of adjustment regarding certain anti-dilution adjustments upon the grant of certain shares of Class A Common Stock or certain options to purchase shares of Class A Common Stock under Quinton's 1998 Equity Incentive Plan. In place of these certificates of adjustment, PENAC was granted 287,977 additional, uncertificated shares of Series A Preferred Stock, recorded on the books of Quinton as of August 1, 2001.

On April 5, 2002, pursuant to a 2.2-for-1 stock split and a redesignation of the Class A Common Stock into Shares, the 19 shares of Class A Common Stock held by PENAC were redesignated into 8 Shares.

As a result of a 2.2-for-1 stock split and conversion of the Series A Preferred Stock into Shares at the closing of Quinton's initial public offering referred to in the Registration Statement on Form S-1, filed on February 22, 2002 (as amended from time to time, the "Registration Statement"), the 2,617,977 shares of Series A Preferred Stock held by PENAC were converted into 1,189,989 Shares.

As previously reported, Zymed was a non-control member of W.R. Hambrecht/QIC, LLC, a California limited liability company ("WRH"), which the Reporting Persons believe was the beneficial owner of approximately 5,056,215 Shares, as to which Shares the Reporting Persons disclaimed beneficial ownership. In April 2003, the Reporting Persons concluded, on the basis of their review of certain tax documentation received from WRH on or about March 28, 2003, that WRH had distributed the Shares it owned to its members and that Zymed, as a non-control member of WRH, had received 225,327 Shares on or about November 11, 2002 as part of such distribution. PENAC has acted to cause Zymed to transfer such 225,327 Shares to PENAC.

See Item 5 for a discussion of transactions by the Reporting Persons in securities of Quinton in the last 60 days.

None of the persons listed on Schedule I, II or III hereto has contributed any funds or other consideration towards the purchase of the shares of Quinton reported in this statement.

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ITEM 4. PURPOSE OF THE TRANSACTION.

Pursuant to a Letter Agreement, dated February 19, 2002 (the "Agilent Letter Agreement"), by and among PENAC, KPENV and Agilent, which is attached as Exhibit 1 and is incorporated herein by reference, PENAC is a successor in interest to Hewlett-Packard Company, a Delaware corporation ("HP"), in an Investors' Rights Agreement, dated as of May 27, 1998 (the "Investors' Rights Agreement"), among Quinton, WRH and HP, which is attached as Exhibit 2 and is incorporated herein by reference.

Pursuant to the Investors' Rights Agreement, subject to certain conditions and limitations set forth therein, PENAC may require Quinton to use its best efforts to include its Shares in any registration by Quinton of its Shares at Quinton's expense. These registration rights are subject to conditions and limitations including that, if the registration is in connection with an underwritten public offering, the holder is obligated to participate in the underwriting and the underwriters have the right to exclude all or limit the number of the holder's shares included in the Registration Statement. The Investors' Rights Agreement also imposes certain restrictions on the transfer of

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shares held by PENAC, and by any successors in interest to it, including requiring any transferee to agree to be bound by the transfer restrictions in the Investors' Rights Agreement and requiring either that an effective registration statement cover the disposition or that Quinton be notified of the disposition by the transferor and that the transfer not require registration.

The foregoing discussion is qualified in its entirety by reference to the Agilent Letter Agreement and the Investors' Rights Agreement.

Other than as set forth herein, none of the Reporting Persons, or to the best knowledge and belief of the Reporting Persons, any of the individuals listed on Schedule I, II or III hereto has plans or proposals which relate to or would result in any of the events described by Items 4(a) through 4(j) of Schedule 13D. Each Reporting Person expects to evaluate on an ongoing basis Quinton's financial condition, business operations and prospects, market price of the Shares, conditions in securities markets generally, general economic and industry conditions and other factors. Accordingly, each Reporting Person reserves the right to change its plans and intentions at any time, as it deems appropriate. In particular, each Reporting Person may at any time and from time to time acquire additional Shares or securities convertible or exchangeable for Shares; may dispose of Shares; and/or may enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of its positions in such Shares. Any such transactions may be effected at any time and from time to time subject to any applicable limitations of the Securities Act and the contractual restrictions described herein. To the knowledge of each Reporting Person, each of the persons listed on Schedules I, II or III hereto may make the same evaluation and reserves the same rights.

The Reporting Persons currently intend to sell at least a portion of the Shares they own, if they can sell Shares at a price they find acceptable. The Reporting Persons anticipate that such sales will be made in one or more private placements pursuant to Section 4(2) of the Securities Act of 1933, and/or Regulation D or Rule 144 thereunder.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The percentage interest held by each Reporting Person presented below is based on the number of Shares reported in Quinton's annual report on Form 10-K for the fiscal year ended

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December 31, 2002, filed on March 18, 2003, to be outstanding as of March 11, 2003 (the "Outstanding Shares").

PENAC is the direct beneficial owner of 1,394,024 Shares, representing approximately 11.5% of the Outstanding Shares.

PHUSA may be deemed to beneficially own 1,394,024 Shares, representing approximately 11.5% of the Outstanding Shares.

KPENV may be deemed to beneficially own 1,394,024 Shares, representing approximately 11.5% of the Outstanding Shares.

None of the Reporting Persons or, to the best knowledge and belief of the Reporting Persons, any of the persons listed on Schedules I, II or III hereto beneficially owns any Shares other than as set forth herein.

(b) Each Reporting Person has the power to vote or direct the vote and

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dispose or direct the disposition of the Shares beneficially owned by such Reporting Persons as indicated in pages 2 through 4.

(c) On February 20, 2003, PENAC sold 21,300 Shares, at \$5.80 per Share, in a transaction exempt from the registration requirements of the Securities Act of the 1933 pursuant to Rule 144 thereunder.

(d) No other person has the right to receive or the power to direct the receipt of dividends from or proceeds from the sale of Shares.

(e) Not applicable.

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

There are no contracts, arrangements, understandings or relationships between the Reporting Persons (or their wholly owned subsidiaries), and to the best knowledge and belief of the Reporting Persons, none of the persons listed on Schedules I, II or III hereto, and other persons with respect to the Shares aside from the Investors' Rights Agreement. Pursuant to the Investors' Rights Agreement, and subject to conditions and limitations, WRH and PENAC may require Quinton to use its best efforts to include their Shares in any registration by Quinton of its Shares at Quinton's expense. These registration rights are subject to conditions and limitations including, if the registration is in connection with an underwritten public offering, the holder's obligation to participate in the underwriting and the right of the underwriters to exclude all or limit the number of shares included in the Registration Statement. The Investors' Rights Agreement also imposes restrictions on the transfer of shares held by WRH and PENAC, and by any successors in interest to them, including requiring any transferee to agree to be bound by Section 2 of the Investors' Rights Agreement (which section contains the restrictions on transfer) and requiring either that an effective registration statement cover the disposition or that Quinton be notified of the disposition by the transferor and that the transfer not require registration.

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The foregoing discussion is qualified in its entirety by reference to the Investors' Rights Agreement, which is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

| Exhibit No. | Exhibit Description |
|-------------|---------------------|
|-------------|---------------------|

1. Letter Agreement, dated as of February 19, 2002, among PENAC, KPENV and Agilent (incorporated herein by reference to Exhibit 10.2 of the Schedule 13D filed by the Reporting Persons on May 13, 2002).
2. Investors' Rights Agreement, dated as of May 27, 1998, among Quinton, WRH and HP (incorporated herein by reference to Exhibit 10.3 of the Schedule 13D filed by the Reporting Persons on May 13, 2002).
3. Joint Filing Agreement, dated as of May 13, 2002, among the Reporting Persons (incorporated herein by reference to Exhibit 99.1 of the Schedule 13D filed by the Reporting Persons on May 13, 2002).

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SIGNATURE

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

Dated: April 25, 2003

KONINKLIJKE PHILIPS ELECTRONICS N.V.

By: /s/ J.H.M. HOMMEN

Name: J.H.M. Hommen
Title: Executive Vice President
and Chief Financial Officer

PHILIPS HOLDING USA INC.

By: /s/ BELINDA W. CHEW

Name: Belinda W. Chew
Title: Senior Vice President

PHILIPS ELECTRONICS NORTH AMERICA
CORPORATION

By: /s/ BELINDA W. CHEW

Name: Belinda W. Chew
Title: Senior Vice President

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SCHEDULE I

Name, Business Address, Principal Occupation or Employment and
Citizenship of:

(A) Members Of The Supervisory Board Of Koninklijke Philips Electronics N.V.

Unless otherwise indicated, each person listed below is not employed, other than as a member of the Supervisory Board, and thus no employer, employer's address or employer's principal business is listed.

Name: L.C. van Wachem
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelveen 2

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Principal Occupation: 1096 BC Amsterdam, The Netherlands
Retired. Former Chairman of the Committee of
Managing Directors of the Royal Dutch/Shell
Group.
Citizenship: The Netherlands

Name: W. de Kleuver
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Retired. Former Executive Vice-President of
Koninklijke Philips Electronics N.V.
Citizenship: The Netherlands

Name: J.M. Hessels
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Retired. Former Chief Executive Officer of
Royal Vendex KBB.
Citizenship: The Netherlands

Name: Sir Richard Greenbury
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Retired. Former Chairman and Chief Executive
Officer of Marks & Spencer.
Citizenship: United Kingdom

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Name: Prof. K.A.L.M. van Miert
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: President of Nyenrode University.
Employer: Nyenrode University
Employer's Address: Straatweg 25
3621 BG Breukelen
The Netherlands
Employer's Principal Business: Higher education
Citizenship: Belgium

Name: L. Schweitzer
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Chairman and Chief Executive Officer of la
regie nationale des usines Renault.

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Employer: La regie nationale des usines Renault
Employer's Address: 34 Quai du Point du Jour
BP 103 92109
Boulogne Bilancourt
Cedex, France
Employer's Principal Business: Design, manufacture and sale of automobiles
and related businesses
Citizenship: France

(b) Members Of Board Of Management And Group Management Committee Of Koninklijke Philips Electronics N.V.

Unless otherwise indicated, each member of the Board of Management and Group Management Committee is employed by Koninklijke Philips Electronics N.V. at Breitner Centre, Amstelplein 2, 1096 BC Amsterdam, The Netherlands, whose principal business is set forth in this Statement, and thus no employer, employer's address or employer's principal business is listed.

Name: Gerard J. Kleisterlee
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: President and Chief Executive Officer of
Koninklijke Philips Electronics N.V.
Citizenship: The Netherlands

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Name: Jan H.M. Hommen
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Vice-Chairman of the Board of Management and
Chief Financial Officer of Koninklijke
Philips Electronics N.V.
Citizenship: The Netherlands

Name: Gottfried H. Dutine
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Executive Vice-President of Koninklijke
Philips Electronics N.V.
Citizenship: Germany

Name: Ad Huijser
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Executive Vice-President and Chief Technology
Officer of Koninklijke Philips Electronics
N.V.

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Citizenship: The Netherlands

Name: Arthur P.M. van der Poel
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Executive Vice-President of Koninklijke
Philips Electronics N.V.
Citizenship: The Netherlands

Name: David Hamill
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President, and President/CEO of
the Philips Lighting Division, of Koninklijke
Philips Electronics N.V.
Citizenship: United Kingdom

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Name: Tjerk Hooghiemstra
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President of Koninklijke Philips
Electronics N.V.
Citizenship: The Netherlands

Name: Jouko A. Karvinen
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President, and President/CEO of
the Medical Systems Division, of Koninklijke
Philips Electronics N.V.
Citizenship: Finland

Name: Scott McGregor
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President, and President and CEO
of the Semiconductors Division, of
Koninklijke Philips Electronics N.V.
Citizenship: United States

Name: Jan P. Oosterveld
Business Address: Koninklijke Philips Electronics N.V.

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Principal Occupation: Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Senior Vice-President of Koninklijke Philips
Electronics N.V.
Citizenship: The Netherlands

Name: Andrea Ragnetti
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President of Koninklijke Philips
Electronics N.V.
Citizenship: Italy

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Name: Ad H.A. Veenhof
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President, and President/CEO of
the Domestic Appliances and Personal Care
Division, of Koninklijke Philips Electronics
N.V.
Citizenship: The Netherlands

Name: Arie Westerlaken
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President, General Secretary,
Chief Legal Officer and Secretary to the
Board of Management of Koninklijke Philips
Electronics N.V.
Citizenship: The Netherlands

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SCHEDULE II

Name, Business Address, Principal Occupation or Employment and
Citizenship of all Directors and Executive Officers of Philips Holding USA, Inc.
Unless otherwise indicated, each member of the board of directors and executive
officer is employed by Philips Electronics North America Corporation at 1251
Avenue of the Americas, New York, New York 10020, whose principal business is
set forth in this Statement, and thus no employer, employer's address or
employer's principal business is listed.

Name: Robert M. Westerhof
Business Address: Philips Holding USA, Inc.

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Principal Occupation: 1251 Avenue of the Americas
New York, New York 10020
Director, President and Chief Executive
Officer of Philips Electronics North America
Corporation.
Citizenship: The Netherlands

Name: Belinda W. Chew
Business Address: Philips Holding USA, Inc.
1251 Avenue of the Americas
New York, New York 10020
Principal Occupation: Director, Senior Vice President, General
Counsel and Secretary of Philips Electronics
North America Corporation.
Citizenship: United States

Name: Wilhelmus C.M. Groenhuysen
Business Address: Philips Holding USA, Inc.
1251 Avenue of the Americas
New York, New York 10020
Principal Occupation: Senior Vice President, Chief Financial
Officer and Treasurer of Philips Electronics
North America Corporation.
Citizenship: The Netherlands

Name: Robert N. Smith
Business Address: Philips Holding USA, Inc.
1251 Avenue of the Americas
New York, New York 10020
Principal Occupation: Vice President of Philips Electronics North
America Corporation.
Citizenship: United States

Name: Warren T. Oates, Jr.
Business Address: Philips Holding USA, Inc.
1251 Avenue of the Americas

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Principal Occupation: New York, New York 10020
Assistant Secretary of Philips Electronics
North America Corporation.
Citizenship: United States

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SCHEDULE III

Name, Business Address, Principal Occupation or Employment and
Citizenship of all Directors and Executive Officers of Philips Electronics North

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America Corporation. Unless otherwise indicated, each member of the board of directors and executive officer is employed by Philips Electronics North America Corporation at 1251 Avenue of the Americas, New York, New York 10020, whose principal business is set forth in this Statement, and thus no employer, employer's address or employer's principal business is listed.

Name: Robert M. Westerhof
Business Address: Philips Electronics North America Corporation
1251 Avenue of the Americas
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Principal Occupation: Director, President and Chief Executive
Officer of Philips Electronics North America
Corporation.
Citizenship: The Netherlands

Name: Belinda W. Chew
Business Address: Philips Electronics North America Corporation
1251 Avenue of the Americas
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Principal Occupation: Director, Senior Vice President, General
Counsel and Secretary of Philips Electronics
North America Corporation.
Citizenship: United States

Name: Kevin W. Doran
Business Address: Philips Electronics North America Corporation
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Principal Occupation: Senior Vice President of Philips Electronics
North America Corporation.
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Name: Wilhelmus C.M. Groenhuisen
Business Address: Philips Electronics North America Corporation
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Principal Occupation: Senior Vice President, Chief Financial
Officer and Treasurer of Philips Electronics
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Name: Thomas B. Patton
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Principal Occupation: Washington, D.C. 20005
Vice President of Philips Electronics North
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Citizenship: United States

Name: Robert N. Smith
Business Address: Philips Electronics North America Corporation

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Vice President of Philips Electronics North
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Citizenship: United States

Name: Raymond C. Fleming
Business Address: Philips Electronics North America Corporation
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Principal Occupation: Controller of Philips Electronics North
America Corporation.
Citizenship: United States

Name: Warren T. Oates, Jr.
Business Address: Philips Electronics North America Corporation
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Principal Occupation: Assistant Secretary of Philips Electronics
North America Corporation.
Citizenship: United States