

Edgar Filing: CONEXANT SYSTEMS INC - Form 424B3

CONEXANT SYSTEMS INC  
Form 424B3  
June 21, 2001

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Filed Pursuant to  
Rule 424 (b) (3) and (c)  
File No. 333-42500

PROSPECTUS SUPPLEMENT NO. 9 DATED JUNE 21, 2001  
TO PROSPECTUS DATED AUGUST 3, 2000

CONEXANT SYSTEMS, INC.  
7,651,414 SHARES  
OF  
COMMON STOCK  
(INCLUDING THE ASSOCIATED PREFERRED SHARE PURCHASE RIGHTS)

This Prospectus Supplement should be read in conjunction with the Prospectus dated August 3, 2000 (the "Prospectus"). The table on pages 23, 24 and 25 of the Prospectus under the caption "Selling Securityholders" setting forth information concerning the selling securityholders in connection with the HotRail Acquisition is superceded by the following table:

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	COMMON STOCK OFFERED HEREIN
HOTRAIL ACQUISITION:		
1392551 Ontario Ltd. ....	32,421	32,421
Acuitive, Inc. ....	2,161	2,161
Adimare, Louis R. ....	519	519
Ahn, Daniel H. ....	7,883	7,883
Ain, Mark Stuart ....	519	519
Ain, Ross D. ....	519	519
Albanese, Glen W. ....	862	862
Alexander, Leslie L. IRA.....	2,595	2,595
Al-Khaled, Dalal Khaled Zaid.....	1,081	1,081
Al-Khalid, Fahia & Omar Al-Nisif.....	1,081	1,081
Al-Khalid, Lulwa & Alya Al-Bahar.....	1,081	1,081
Al-Majed, Hussah A. H. ....	1,081	1,081
Al-Marzouq, Abdulwahab & Nawal Al-Marzouq.....	1,081	1,081
Al-Sabah, Mariam Nasser.....	540	540
Allen, Bradley P. and Rebecca J. Allen, Trustees of the Bradley and Rebecca Allen Trust Dated February 21, 1998	865	865
Alpine Venture Fund, LP.....	205,856	205,856
American Pacific Ventures, Inc. ....	10,015	10,015
Avellar Estates, Ltd.....	324	324
Averett, James E. Jr., MD/IRA.....	404	404
Avista Ventures, Inc. ....	10,807	10,807
Bam, Eric.....	235	235
Bancroft Investments II.....	1,038	1,038
Bancroft Investments III.....	1,038	1,038
Bancroft Partners.....	519	519
Barr, John O. Jr. ....	156	156
Barshop, Bruce B. ....	404	404

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NAME -----	COMMON STOCK OWNED PRIOR TO THE OFFERING -----	COMMON STOCK OFFERED HERE -----
Barshop, Jamie L. ....	404	404
Barshop, Steven.....	404	404
Baulme, Herve.....	432	432
Baumgartner, Janet .....	270	270
Baumgartner, Walter F. ....	270	270
Bean, Brian.....	4,678	4,678
Beans Plus LLC - Finance.....	3,087*	3,087
Beans Plus LLC - SM.....	2,329*	2,329
Binder Complex Family Trust.....	404	404
Blackstone Technology Partners, LLC.....	4,323	4,323
Bliessener, Merrylee.....	1,543	1,543
Boehlke, Robert J. ....	519	519
Bott, Richard H. ....	1,038	1,038
Boyadjieff, George.....	519	519
BP Amoco Corporation Master Trust for Employee Pension Plans .....	83,659	83,659
Broadview SLP.....	1,038	1,038
Bucknell University.....	2,076	2,076
Builder Investment Partnership.....	811	811
Bumgarner, Donna S. ....	1,790	1,790
Burger Family Trust, The DTD 3/25/98.....	270	270
Buten, Matthew IRA.....	104	104
BV Private Equity, Ltd. ....	5,231	5,231
Cameron, James.....	519	519
Campbell, Bruce.....	618	618
Campbell, Bruce ACF Casey Campbell U/AZ/UTMA.....	206	206
Campbell, Bruce ACF Christopher Campbell U/AZ/UTMA.....	206	206
Campbell, Bruce ACF Kyle Campbell U/AZ/UTMA.....	206	206
Campbell, Gordon.....	122,778	122,778
Campion, John E. ....	3,401	3,401
Carlsen, Dan.....	1,029	1,029
Carnes, James M. ....	540	540
Carr, Laurence J. ....	2,022	2,022
Carter, Wiley L. and Nancy M. Carter Trustees of the Wiley L. Carter & Nancy M. Carter Trust UDT 3/31/83.....	104	104
Cast Enterprises.....	4,323	4,323
Castle Advisers, L.P. ....	1,557	1,557
Centaur Business Inc. BVI.....	2,161	2,161
Central Coast Capital Holdings, Inc. ....	721	721
Ch'ien, Raymond K. F. ....	432	432
Champion International Corporation Defined Benefit & Defined Contribution Plan Master Trust.....	32,345	32,345
Chang, Chien C. ....	519	519
Chapman, J. A. and Leta M. Chapman Charitable Trust.....	24,259	24,259
Charter Ventures II, L.P. ....	34,377	34,377
Chase Venture Capital Associates, L.P. ....	1,209,663	1,209,663
Chavencap, Ltd. ....	18,852	18,852
Chiruvolu, Ravi ....	1,160	1,160

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NAME -----	COMMON STOCK OWNED PRIOR TO THE OFFERING -----	COMMON STO OFFERED HER -----
CIT Group/Equity Investments, Inc. ....	6,484	6,484
Cohen, Matthew S. ....	519	519
Cohen, Richard.....	519	519
Cohen, Richard B. ....	1,081	1,081
Cohen, Robert D. ....	519	519
Coleman, Bobby W. ....	2,562	2,562
Collins, G. Fulton III Mgmt Trust Dated 12/31/87.....	2,022	2,022
Comerica Bank.....	5,892	5,892
Cooper Revocable Trust DTD 7/26/96.....	519	519
Corrigan Family Trust U/D/T date June 12, 1984, The.....	1,038	1,038
Costa, Fran.....	1,543	1,543
CPS Employees' Pension Trust.....	26,979	26,979
Dailey, Roger E. ....	404	404
Dale, Peter.....	130	130
Davidson, Craig L. ....	1,374	1,374
Davidson, Mari.....	1,374	1,374
Davis, Jarrett L. III.....	2,021	2,021
Daystar Realty Limited.....	821	821
DeGeorge, Lawrence F. ....	5,190	5,190
Del Biaggio III, William J. ....	216	216
Delmon, Edmond S. ....	4,323	4,323
Dench, Robert H. and Gloria E. Dench, TTEE Dench Living Trust Dated June 16, 1994.....	519	519
Diamond Shamrock Refining and Marketing Company.....	1,120	1,120
Dolan, A. Barr.....	18,852	18,852
Dolch, Volker.....	1,038	1,038
Domescik, Dr. Gerald.....	202	202
Domescik, Dr. Gerald P/S Master Trust Northwest Radiology Consultants.....	404	404
Dominion Financial LLC ....	61,749	61,749
Donnelly, Edwin H. MD.....	809	809
Dorris, Stephanie.....	10,292	10,292
Douglas, J. Robert IRA Rollover.....	404	404
Duenner, Stephen R. and Ruthie B. ....	2,022	2,022
Eberts, Donald.....	74,440	74,440
Edelson, Harry.....	1,038	1,038
Egan, Richard.....	23,158	23,158
Evans, Matthew.....	103	103
F&M Bank & Trust Co., Co-Trustee, Edna P. Langholz 1980 Trust ....	540	540
F&W Investments 1996-II.....	6,175	6,175
F&W Investments 2000.....	9,357	9,357
FINAMA Private Equity FCPR.....	6,484	6,484
First Formosa II Technology Investment Corp.....	331,429	331,429
First Formosa Technology Investment Holding Company Limited ....	107,293	107,293
First Trust Corp. FBO Jerome W. Carlson IRA Account #183315-0001.....	270	270

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NAME -----	COMMON STOCK OWNED PRIOR TO THE OFFERING -----	COMMON STOCK OFFERED HEREIN -----
Foster & Foster.....	8,325	8,325
Fountain, Tracy .....	1,000	1,000
Fu, Kevin J. Irrevocable Trust.....	2,058	2,058
Fu, Shuiti.....	1,029	1,029
Fu-Jing Trust created on November 23, 1999.....	564,161	564,161
Gallagher, Vincent E. IRA, Bear Stearns Security Corp. Custodian for.....	415	415
Gandhi, Gunavati.....	4,318	4,318
Georgia Tech Foundation Inc. ....	1,500	1,500
Gerlach & Co. ....	10,807	10,807
Goldman -- Valerine Family Trust.....	519	519
Gorman, Joseph T. ....	1,038	1,038
Gorman, William S. ....	5,146	5,146
Gottstein, Bernard J. ....	2,022	2,022
Goyan-Hart Family Living Trust, Jere E. Goyan or Linda L. Hart, Trustees .....	1,160	1,160
Great American Ventures LLC.....	2,161	2,161
Greb, Charles E. ....	6,403	6,403
Greene, Natalie F. ....	20	20
Grenon-Malzacher LLC.....	540	540
Gridley, Linda Bornhuetter.....	519	519
Gupta, Ram Paul.....	519	519
Gustafson, Corrie S. ....	292	292
Gutierrez, Salvador O. ....	540	540
GVC Cayman Corporation.....	28,608	28,608
H.E. Butt Grocery Company.....	560	560
Halff, Alex H. ....	1,089	1,089
Halff, Glenn A. ....	93	93
Halff, Harry A. ....	93	93
Halff, James A. ....	94	94
Hall, David M. ....	216	216
Harrison, Donald C. ....	1,160	1,160
Hart, Milledge and Patti.....	1,081	1,081
Hartman, Greg.....	1,029	1,029
Head, Andrew M. ....	404	404
Head, John F. Jr. ....	404	404
Hennessy, John M. ....	519	519
Henningsen, Lee A. ....	1,038	1,038
Hershner, Thomas L. ....	216	216
HFM Charitable Remainder Trust.....	5,404	5,404
Hill Family Foundation, Inc., The.....	1,038	1,038
Hillman, James L. ....	1,029	1,029
Hix, Thomas C. ....	1,029	1,029
Hixon, George C. ....	6,204	6,204
Hoang, Tuong.....	1,482	1,482
Holarud Partners 394.....	4,043	4,043
Hoover, Mark.....	3,087	3,087
Hou, David C. Trust 2/1/2000, David C. Hou, Trustee.....	648	648

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NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	COMMON STOCK OFFERED HERE
House, David L. ....	104	104
Howard, David L. ....	6,204	6,204
Hsieh, H.L. ....	28,608	28,608
Iacovone, Jack J. ....	862	862
Idanta Partners, Ltd. ....	2,076	2,076
Incaval S.A. Panama.....	1,945	1,945
Ingrams, LV. & R.A. ....	1,081	1,081
Innovatech Associates.....	14,408**	14,408
Ironwood Partners, Ltd. ....	1,621	1,621
J.S. Robinson Associates.....	1,038	1,038
Jacobson, Alexander D. Trustee of the Jacobson Living Trust U/D/T dated 5/21/86 as Restated 2/5/97.....	865	865
Jaedicke, Robert K. Family Trust .....	1,160	1,160
Jath Oil Company.....	4,043	4,043
Jiang, Guoqing "James".....	2,599	2,599
Jing, Wen.....	411	411
Joerger, Tricia.....	906	906
Johnson, Roger W. ....	208	208
Johnson, Theodore Gus.....	571	571
Jones, Harvey N. ....	519	519
Kallow East International S.A. ....	3,234	3,234
Kaplan, Marilyn TTEE U/A DTD 11/30/95 by Bernard Blum....	1,038	1,038
Katz Family Trust, The.....	519	519
Kawamura, Eiji.....	3,880	3,880
Kaye, Eric.....	4,678	4,678
Keck, Chad W. IRA.....	519	519
Keilhacker, Kurt .....	17,703	17,703
Kenney, Vincent.....	104	104
Kenny, Gerard J. ....	216	216
Kertson, Richard A. & Leanna, Joint Tenants.....	1,038	1,038
Kiger, F. Gray Jr. ....	519	519
Klatt, Andrew K. ....	1,161	1,161
Krinsky, David and Cathy Trustees of the Krinsky Living Trust, DTD 10/20/95.....	216	216
Kufis, Andrew C.....	2,058	2,058
Kufis, James C.....	127,248	127,248
Kufis, James C. Kufis & Carolyn M. Kufis 1988 Trust.....	2,058	2,058
Kyle Investments/A Partnership.....	2,426	2,426
Ladensohn, David A.....	622	622
Ladensohn, Eliza H.....	32	32
Ladensohn, Kenneth R.....	2,562	2,562
LaFountain, Tad.....	836	836
Lang, Dr. William C. Jr. ....	202	202
Lang, Dr. William C. Jr., P.S. Northwest Radiology Consultants.....	404	404
Larson, Robert E. ....	55,381	55,381
Lauder, Gary.....	2,161	2,161

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	COMMON STOCK OFFERED HERE
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Lawrence, Damon and Marian Trustees of the Lawrence Living Trust DTD December 15, 1995.....	432	432
Lee, C. Quincy Estate.....	2,022	2,022
Lee, Liang Chen.....	21,467	21,467
Leininger, James R. ....	1,120	1,120
Lepofsky, Robert J. ....	1,038	1,038
Levine, Larry.....	108	108
Levy Family Trust Dtd 2/18/83, The.....	1,038	1,038
Ligeti, Conner .....	618	618
Ligeti, Hunter .....	618	618
Ligeti, Kiersten .....	618	618
Ligeti, Robert .....	618	618
Lin, David Fonglu and Wand H. ....	1,038	1,038
Lirola, Bernard IRA, Bear Stearns Securities Corp. Custodian .....	208	208
Long, Junsheng.....	1,860	1,860
LOR, Inc.....	20,215	20,215
Lorton, Robert E. ....	2,022	2,022
Love, Dixie L. ....	292	292
Macricostas, Constantine.....	519	519
Magid, James I. ....	208	208
Mandarin, Milan.....	2,076	2,076
Marazita, Frank.....	18,054	18,054
Marshall, James R. ....	2,903	2,903
Marshall, Joseph .....	823	823
Marshall, Robert and Sarane Marshall as Trustees of the Robert Marshall and Sarane Marshall Trust U/A dated 7/21/94 .....	11,276	11,276
Martin, James N. ....	540	540
McCombs Family, LLC.....	5,163	5,163
McDermott, Robert F. ....	2,022	2,022
McKee, E. Stanton Jr. ....	519	519
McManus, John J. ....	519	519
McNutt, Amy Shelton Charitable Trust.....	2,562	2,562
McWalters, Agnes .....	100	100
McWalters, Kevin .....	200	200
McWalters, Robert .....	100	100
Mendicino, V. Frank.....	25,429	25,429
Michaelson, John C. ....	4,378	4,378
Mineck, John D. ....	519	519
Moody, J. Roger, Roth IRA.....	519	519
Moonan, Jeffrey P. ....	156	156
Moore, Gordon E. & Betty I. Moore, Trustees of the Gordon E. Moore and Betty I. Moore Trust u/a/d 10/9/73...	2,076	2,076
Morihiro, Koji .....	8,852	8,852
Morse, David.....	1,081	1,081
Mulderig, Jane F. ....	809	809
Nason, Norman A. ....	5,146	5,146

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NAME -----	COMMON STOCK OWNED PRIOR TO THE OFFERING -----	COMMON STOCK OFFERED HERE -----
Natcan Investment Management.....	24,259	24,259

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National Bancorp of Alaska, Inc. ....	8,086	8,086
National Christian Charitable Foundation, Inc. ....	1,344	1,344
National Industries Group.....	3,242	3,242
NBR -- Needham 2 Partnership.....	1,401	1,401
Needham & Company, Inc. ....	4,186	4,186
Needham 1997 Investment LLC.....	2,074	2,074
Needham Capital Partners II (Bermuda), L.P. ....	1,183	1,183
Needham Capital Partners II, L.P. ....	10,831	10,831
Needham, George A. ....	4,378	4,378
Niedland, Suzanne L. ....	519	519
Nissenbaum, Robert ....	6,175	6,175
Occhipinti, John C. ....	7,883	7,883
Occhipinti, Vincent M. ....	55,381	55,381
Olmos Partners.....	2,426	2,426
Onopchenco, Laura ....	3,190	3,190
Ontario Teachers' Pension Plan Board.....	974,898	974,898
Pacific Coast Investors, Ltd. ....	262,980	262,980
Pantazelos, Peter G. ....	259	259
Pao, Henry C. and Deborah Y. Trust Dtd 10/4/83.....	519	519
Pasternoster, Paul.....	3,911	3,911
Patil, Suhas S. ....	1,038	1,038
Perlegos, George & Angeliki.....	519	519
Perlegos, Gust.....	519	519
Phoenix Leasing Incorporated.....	7,071	7,071
Pickard, Wesley C. Revocable Living Trust U/A 9/25/96....	324	324
Pictet & Cie (as nominee).....	865	865
Poirer, Lynn.....	111	111
Poitras, James P. ....	519	519
Ponce, Silvia A. ....	519	519
Poppa, Ryal Robert.....	519	519
Positioning Strategies.....	3,430	3,430
Price, Peter R. ....	865	865
Prior, John J. Jr. ....	3,859	3,859
Public Institution for Social Security - Kuwait.....	8,208	8,208
Pywood Investment Corporation.....	1,297	1,297
Race, Stephen M. ....	41	41
Ragland, Ronad E. & Linda C. ....	519	519
Ready, Matt.....	1,029	1,029
Rees, Robert W. ....	2,093	2,093
Rees/Source Ventures #13, LLC.....	25,721	25,721
Rees/Source Ventures Limited Partnership #7.....	809	809
Rees/Source Ventures, Inc. ....	1,030	1,030
Regime de rentes du Mouvement des Caisses.....	21,614	21,614
Reinhold, Walter B. ....	1,038	1,038
Reiser, Jr., Robert E. IRA FBO DLJSC as custodian.....	81	81
Ridley, Judy L. ....	2,058	2,058
Robertson Stephens Inc. FBO U.S. Small Business ....	38,685	38,685

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NAME  
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COMMON STOCK OWNED  
PRIOR TO THE OFFERING  
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COMMON STOCK  
OFFERED HEREIN  
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Administration.....		
Robinson Partners.....	1,038	1,038
Robinson, James S. Trust u/a Dtd 1/1/82.....	519	519

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Rogan, Paul.....	519	519
Rollins Investment Fund.....	10,807	10,807
Rollins, Gary W. ....	2,161	2,161
Rollins, R. Randall.....	2,161	2,161
Roselli, Robert and Linda Roselli, JtTen	2,161	2,161
Rothschild Bank AG, Acting as nominee.....	865	865
Royal Bank of Canada.....	21,614	21,614
S. Barshop Investments, Ltd. ....	2,830	2,830
Saalfield, James.....	519	519
Salient Investment L.T.D. ....	1,081	1,081
Sanderson, Stuart W. ....	208	208
Sasca Investissement.....	1,729	1,729
Saxe, Jon S. & Myrna G. Marshall 1997 Trust.....	259	259
Schroeder Family Trust, The.....	1,038	1,038
Schwarzer, Fred M. ....	1,160	1,160
Schweichler Associates.....	2,058*	2,058
Seaver Partners.....	519	519
Seawell, A. Brooke.....	259	259
Selby Venture Partners, L.P. ....	25,160	25,160
Selby, Richard.....	324	324
Select Ventures, L.L.C.....	270	270
Semmes Partnership, Ltd. ....	2,887	2,887
Senner, Valerie.....	2,210	2,210
Sentry Insurance a Mutual Company.....	8,646	8,646
Shetler, Joy.....	205	205
Shields Jr., Thomas A. Trustee u/d/t 4-14-1999.....	270	270
Shoemaker Family Partner.....	259	259
Shriner, Donald R.and Marguerite E. Trust Agreement dated 4/25/95.....	5,146	5,146
Singh, Prithipal & Rajinder K. Singh, Trustees, Singh Trust UDT April 17, 1986.....	415	415
Smart, J. Larry & Cheryl L. as Trustees of the J. Larry & Cheryl L. Smart Revocable Trust dtd March 29, 1995 .....	519	519
Smith, Roger Living Trust.....	324	324
Smith, Walstein Bennett III.....	2,058	2,058
Spersibs L.P. ....	4,043	4,043
Staebler, Michael.....	162	162
State Street Bank and Trust Company as Trustee for Equifax, Inc. U.S. Retirement Income Plan.....	26,979	26,979
Steidel, AnnDee L.....	42	42
Steidel, AnnDee L., ACF Jane L. Steidel U/TX/UTMA.....	32	32
Stein, A.J. Trust UTD dated Oct. 14, 1983, The.....	1,038	1,038
Stern, Jonathan.....	404	404
Stewart, John G. ....	4,323	4,323
Strauch, C.S. & Nan Y. Living Trust dated 10/26/82.....	519	519

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NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	COMMON STO OFFERED HER
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Stumberg, Diana M. ....	432	432
Stumberg, Eric B. ....	432	432
Stumberg, Jr., Louis H. ....	432	432
Stumberg, Mary Pat.....	865	865



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Sutherlin, Michael W. & Mary Lynn Sutherlin Trustees under Declaration of Trust Dtd 8/8/97.....	519	519
Synergy Inc. Retirement Plan Trust.....	2,698	2,698
Tamarind Investments, Ltd. ....	2,161	2,161
Techfund Capital II, L.P. ....	187,249	187,249
Techfund Capital Management II, LLC.....	8,401	8,401
Techfund Capital Management, LLC.....	16,983	16,983
Techfund Capital, L.P. ....	185,271	185,271
Technology Ventures Investment Fund, LLC.....	1,898	1,898
Testa, Richard J. ....	104	104
Therrien, Robert J. ....	1,038	1,038
Thornton, Sally B. Trust Dtd 8/14/91.....	519	519
Tinicum Investors.....	1,038	1,038
Tomita, Lane.....	2,187	2,187
Tompkins Family Trust, The DTD 3/16/90.....	519	519
Townes, David K. IRA.....	156	156
Trapani, Lisa C. ....	823	823
Treutlen House At New Ebenenzer ....	521	521
Trimble Navigation Limited Non Qualified Compensation Plan FBO Charles R. Trimble.....	259	259
Trimble, Charles R. Separate Property Trust.....	259	259
Trinity University.....	10,247	10,247
U.S Small Business Administration ....	140,637	140,637
University of Tennessee, The.....	16,172	16,172
USAA Investment Management Company.....	42,422	42,422
Vadasz Investment Trust dtd 3/15/99, Cindy S. Butler Trustee ....	519	519
Van Der Wansem, Paul J. ....	519	519
Van Horne, Charles H. ....	216	216
Varner, Roseanne Hirsch.....	519	519
Vaughn, David E. ....	270	270
Veerappan, Armachalam.....	3,742	3,742
Venkatesh Family Living Trust.....	324	324
Venture Lending & Leasing II, Inc. ....	18,278	18,278
Venture Lending & Leasing, Inc. ....	7,833	7,833
Viel et Cie.....	1,081	1,081
Vonderschmitt, Bernard & Theresa Trust dtd 1/4/96.....	1,038	1,038
Wade Family Trust.....	1,038	1,038
Wah, Wong Ying.....	68,962	68,962
Wang, Manzhen.....	1,029	1,029
Wasserstein Adelson Ventures, L.P. ....	271,356	271,356
Weathers, William J. II.....	121	121
Weiskopf Silver & Co. ....	778	778
Wellington Trust, Robert Cohn, Trustee ....	1,160	1,160

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NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	COMMON STOCK OFFERED HERE
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Whims, James .....	14,303	14,303
Whims, Robert .....	1,000	1,000
Whims, Timothy .....	1,000	1,000
Wierenga, Ellie .....	233	233
Willis, Mary Ellen.....	1,081	1,081
Wilson, Robert C. ....	519	519

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Witter, Michael David.....	519	519
Wolfson Family Trust.....	1,081	1,081
Woodside Fund III SBIC, L.P. ....	50,272	50,272
Woodside Fund IV L.P. ....	42,105	42,105
WPEP Ventures, LLC.....	9,357	9,357
Wu, Kuo-Yong.....	7,163	7,163
Wu, Yung-Fung.....	28,608	28,608
Xanadu Partners.....	1,038	1,038
Yeah, Solomon.....	7,163	7,163
Yost, Mary Louise TTEE Mary Louise Yost Revocable Trust U/D 1/17/01.....	809	809
Zafran Family Trust 12/10/95 Alan & Judy Zafran, Trustees	216	216
Zuckerman, Matthew.....	4,652	4,652
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Total.....	6,529,885	6,529,885
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\* Options to purchase our common stock held prior to the offering.

\*\* 50% of these shares represent options to purchase our common stock held prior to the offering.