

Edgar Filing: MACDERMID INC - Form SC 13D/A

MACDERMID INC  
Form SC 13D/A  
March 05, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

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

(Amendment No.1)\*

MACDERMID, INCORPORATED

-----  
(Name of Issuer)

COMMON STOCK

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

554273 10 2

-----  
(CUSIP Number)

Joshua N. Korff, Esq.  
KIRKLAND & ELLIS  
153 East 53rd Street  
New York, NY 10022  
(211) 446-4800

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

February 25, 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 which 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.

(Continued on following pages)  
(Page 1 of 19 Pages)

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\*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

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securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in 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).

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITICORP VENTURE CAPITAL LTD.  
13-2598089

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

(a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable.

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

7 SOLE VOTING POWER

3,411,796\*\*

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

3,411,796\*\*

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,411,796\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

/ /

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

10.6%

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-----  
14 TYPE OF REPORTING PERSON\*

CO  
=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* Represents 3,411,796 shares directly beneficially owned by Citicorp  
Venture Capital Ltd. ("CVC").

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-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITIBANK, N.A.  
13-52266470  
-----

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

(a) /X/

(b) / /  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*

Not applicable.  
-----

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

/ /  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE  
-----

7 SOLE VOTING POWER

None  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

3,411,796\*\*  
-----

9 SOLE DISPOSITIVE POWER

None  
-----

10 SHARED DISPOSITIVE POWER

3,411,796\*\*  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,411,796\*\*  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.6%

14 TYPE OF REPORTING PERSON\*

BK

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* Represents 3,411,796 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC").

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITICORP  
06-1515595

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

(a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable.

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

4,413,089\*\*

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

4,413,089\*\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,413,089\*\*

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.7%

14 TYPE OF REPORTING PERSON\*

HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* Represents (i) 3,411,796 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), and (ii) 1,001,293 shares held by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, to which CVC disclaims beneficial ownership.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITIGROUP HOLDINGS COMPANY  
06-1551348

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

(a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable.

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

4,413,089\*\*

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

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4,413,089\*\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,413,089\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.7%

14 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* Represents (i) 3,411,796 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), and (ii) 1,001,293 shares held by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, a wholly-owned subsidiary of Citigroup Holdings Company, to which CVC disclaims beneficial ownership.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
CITIGROUP INC.  
52-1568099

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE

7 SOLE VOTING POWER  
  
None

NUMBER OF SHARES 8 SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	4,446,461**	
	-----	
	9	SOLE DISPOSITIVE POWER
	None	
	-----	
	10	SHARED DISPOSITIVE POWER
	4,446,461**	
	-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	4,446,461**
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	13.8%
14	TYPE OF REPORTING PERSON*	
	HC	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* Represents (i) 3,411,796 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), (ii) 1,001,293 shares held by a limited partnership whose general partner is a wholly-owned subsidiary of Citicorp, a wholly-owned subsidiary of Citigroup Holdings Company, a wholly-owned subsidiary of Citigroup, Inc., to which CVC disclaims beneficial ownership, and (iii) 33,372 shares that may be deemed to be beneficially owned by other subsidiaries of Citigroup Inc., to which CVC disclaims beneficial ownership.

Item 1. Securities and Issuer.

-----

This Amendment No. 1 ("Amendment") amends the Schedule 13D dated December 29, 1999 relating to the common stock, no par value, (the "Common Stock") of MacDermid, Incorporated, a Connecticut corporation (the "Issuer"). This Amendment is being filed with the Securities and Exchange Commission pursuant to Rule 13d-2(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Item 2. Identity and Background.

-----

This Statement is being filed by (i) CVC, (ii) Citibank, N.A. ("Citibank"), (iii) Citicorp, (iv) Citigroup Holdings Company ("Citigroup Holdings"), and (v) Citigroup Inc. ("Citigroup"), (collectively, the "Reporting Persons", and each a "Reporting Person").

Attached as Schedules A through E is information concerning each executive officer and director of CVC, Citibank, Citicorp, Citigroup Holdings, and Citigroup. Schedules A through E are incorporated into and made a part of this Amendment.

(a) - (c) CVC is a New York corporation. The address of its principal business

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office is 399 Park Avenue, New York, New York 10043. CVC is principally engaged in the business of venture capital investment.

Citibank is a national banking association and is the sole stockholder of CVC. The address of its principal business office is 399 Park Avenue, New York, New York 10043. Citibank is a member of the Federal Reserve System and the Federal Deposit Insurance Corp.

Citicorp is a Delaware corporation and is the sole stockholder of Citibank. Citicorp is a U.S. bank holding company. The address of its principal business office is 399 Park Avenue, New York, New York 10043. Citicorp is principally engaged, through its subsidiaries, in the general financial services business.

Citigroup Holdings is a Delaware corporation and is the sole stockholder of Citicorp. The address of its principal business office is One Rodney Square, Wilmington, Delaware 19899. Citigroup Holdings is principally engaged, through its subsidiaries, in the general financial services business.

Citigroup is a Delaware corporation and is the sole stockholder of Citigroup Holdings. The address of its principal business office is 399 Park Avenue, New York, New York 10043. Citigroup is a diversified holding company providing, through its subsidiaries, a broad range of financial services to consumer and corporate customers worldwide.

(d) - (f) During the last five years, none of the Reporting Persons or, to the best of the knowledge of the Reporting Persons, any of the persons listed on Schedules A through E hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person 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. Each of the individuals identified pursuant to paragraphs (a) through (c), on Schedule A through E hereto, is a citizen of the United States, unless otherwise indicated.

A joint filing agreement of the Reporting Persons is attached hereto as Exhibit 1.

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

-----

Not applicable.

Item 4. Purpose of Transaction.

-----

(a), (b) From February 7, 2002 to February 25, 2002, CVC disposed of 382,300 shares of Common Stock in open market transactions in the ordinary course of business under Rule 144, as promulgated under the Securities Act of 1933, as amended. Such dispositions of Common Stock were carried out pursuant to a filing on Form 144 for the sale of 387,255 shares of Common Stock. This Amendment is being filed because the dispositions of the Issuer's Common Stock may be deemed to be material under Exchange Act Rule 13d-2(a).

(c) Not applicable.

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(d) Not applicable.



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(e) - (j) Not applicable.

### Item 5. Interest in Securities of the Issuer:

-----

(a), (b) CVC directly beneficially owns 3,411,796 shares of Common Stock. The aggregate number of shares held by CVC represents approximately 10.6% of the outstanding shares of Common Stock. CVC has the sole power to vote and the sole power to dispose of the entire number of beneficially owned shares.

Citibank, exclusively through its holding company structure, indirectly beneficially owns 3,411,796 shares of Common Stock. The aggregate number of shares held through the holding company structure by Citibank represents approximately 10.6% of the outstanding shares of Common Stock. Citibank has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC.

Citicorp, exclusively through its holding company structure, indirectly beneficially owns 4,413,089 shares of Common Stock. 1,001,293 shares of Common Stock are held by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, to which CVC disclaims beneficial ownership. Citicorp may be deemed to be a beneficial owner of the shares held by the limited partnership. The aggregate number of shares held through the holding company structure by Citicorp represents approximately 13.7% of the outstanding shares of Common Stock. Citicorp has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC and the limited partnership, respectively.

Citigroup Holdings, exclusively through its holding company structure, indirectly beneficially owns 4,413,089 shares of Common Stock. 1,001,293 shares of Common Stock are held by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, a wholly-owned subsidiary of Citigroup Holdings, to which CVC disclaims beneficial ownership. Citigroup Holdings may be deemed to be a beneficial owner of the shares held by the limited partnership because Citicorp is a wholly-owned subsidiary of Citigroup Holdings. The aggregate number of shares held through the holding company structure by Citigroup Holdings represents approximately 13.7% of the outstanding shares of Common Stock. Citigroup Holdings has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC and the limited partnership, respectively.

Citigroup, exclusively through its holding company structure, indirectly beneficially owns 4,446,461 shares of Common Stock. 1,001,293 shares of Common Stock are held by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, a wholly-owned subsidiary of Citigroup Holdings, a wholly-owned subsidiary of Citigroup, to which CVC disclaims beneficial ownership. Other subsidiaries of Citigroup directly hold 33,372 shares of Common Stock. Citigroup may be deemed to be a beneficial owner of the shares held by the limited partnership and through its direct and indirect subsidiaries. The aggregate number of shares held through Citigroup's holding company structure represents approximately 13.8% of the outstanding shares of Common Stock. Citigroup has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC, the limited partnership, and other subsidiaries of Citigroup, respectively.

Except as stated above, none of the Reporting Persons beneficially owns any of the shares of capital stock of the Issuer.

(c) From February 7, 2002 to February 25, 2002, CVC disposed of 382,300 shares of Common Stock in open market transactions in the ordinary course of business under Rule 144, as promulgated under the Securities Act of 1933, as amended. Such dispositions of Common Stock were carried out pursuant to a filing on Form

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144 for the sale of 387,255 shares of Common Stock. The dates, share amounts, and prices for such dispositions are as follows:

Date ----	Shares Sold -----	Price -----
2/7/02	33,300	\$19.00
2/8/02	15,000	\$19.50
2/11/02	20,000	\$19.30
2/12/02	30,000	\$19.28
2/13/02	100,000	\$19.70
2/14/02	39,000	\$21.00
2/15/02	50,000	\$21.01
2/19/02	20,000	\$20.72
2/20/02	34,000	\$20.41
2/21/02	14,000	\$20.18
2/22/02	10,000	\$20.07
2/25/02	17,000	\$20.46

(d), (e) Not applicable

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

-----

The information set forth in Item 4 above is incorporated herein by reference.

Except as set forth herein or in the Schedules or Exhibits hereto, to the best of the knowledge of the Reporting Persons, none of the persons listed on Schedules A through E has any other contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls,

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guarantees or profits, division of profits or loss or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

-----

1. Joint Filing Agreement, dated as of March 4, 2002 by and among CVC, Citibank, Citicorp, Citigroup Holdings and Citigroup.

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SIGNATURE

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.

Dated: March 4, 2002

CITICORP VENTURE CAPITAL LTD.

By: /s/ Anthony P. Mirra

-----  
Name: Anthony P. Mirra  
Title: Vice President & Assistant Secretary

CITIBANK, N.A.

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

CITICORP

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

CITIGROUP HOLDINGS COMPANY

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

CITIGROUP, INC.

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

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SCHEDULE A

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITICORP VENTURE CAPITAL LTD.

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Name, Position, Citizenship (United States, unless otherwise indicated)	Title
William T. Comfort Director	Director and Senior Vice President
Ann M. Goodbody Director	Director
David F. Thomas Executive Officer	Director and Vice President
Michael T. Bradley Executive Officer	Vice President
Lauren M. Connelly Executive Officer	Vice President and Secretary
Charles E. Corpening Executive Officer	Vice President
Michael A. Delaney Executive Officer	Vice President and Managing Director
Michael S. Gollner Executive Officer	Vice President
Ian D. Highet Executive Officer	Vice President
David Y. Howe Executive Officer	Vice President
Darryl A. Johnson Executive Officer	Assistant Vice President
Byron L. Knief Executive Officer	Vice President
Richard E. Mayberry Executive Officer	Vice President
Thomas F. McWilliams Executive Officer	Vice President
Anthony P. Mirra Executive Officer	Vice President & Assistant Secretary
Paul C. Schorr Executive Officer	Vice President and Managing Director

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Name, Position, Citizenship (United States, unless otherwise indicated)	Title
Joseph M. Silvestri	Vice President

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Executive Officer

James A. Urry  
Executive Officer

Vice President

John D. Weber  
Executive Officer

Vice President

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SCHEDULE B

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITIBANK, N.A.

Name, Position, Citizenship (United States, unless otherwise indicated)	Title
Victor J. Menezes Director	Chairman
Alan S. MacDonald Director	Vice Chairman
William R. Rhodes Director	Vice Chairman
H. Onno Ruding Director Netherlands	Vice Chairman
Robert B. Willumstad Director and Executive Officer	Vice Chairman
Marjorie Magner Executive Officer	Chief Administrative Officer, Global Consumer Group
Deryck C. Maughan Executive Officer	Head of Mergers and Acquisitions
Douglas L. Peterson Executive Officer	Chief Auditor
Joseph T. Petro Executive Officer	Security Officer
Charles O. Prince, III Executive Officer	Secretary
Petros K. Sabatacakis Executive Officer	Senior Risk Officer
Michael E. Schlein Executive Officer	Senior Human Resources Officer

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Todd S. Thompson Executive Officer	Chief Financial Officer
Guy R. Whittaker Executive Officer	Treasurer

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SCHEDULE C

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITICORP

Name, Position, Citizenship (United States, unless otherwise indicated)	Title
Alan S. MacDonald Director	Vice Chairman
Marjorie Magner Director and Executive Officer	Chief Administrative Officer, Global Consumer Group
Victor J. Menezes Director	Chairman
William R. Rhodes Director	Vice Chairman
H. Onno Ruding Director Netherlands	Vice Chairman
Petros K. Sabatacakis Director and Executive Officer	Senior Risk Officer
Robert B. Willumstad Director	Vice Chairman
Deryck C. Maughan Executive Officer United Kingdom	Head of Mergers and Acquisitions
Douglas L. Peterson Executive Officer	Chief Auditor
Charles O. Prince, III Executive Officer	Secretary
Michael K. Schlein Executive Officer	Senior Human Resources Officer

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Name, Position, Citizenship (United States, unless otherwise indicated)	Title
Todd S. Thomson Executive Officer	Chief Financial Officer
Guy R. Whittaker Executive Officer	Treasurer

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SCHEDULE D

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITIGROUP HOLDINGS COMPANY

Name, Position, Citizenship (United States, unless otherwise indicated)	Title
Victor J. Menezes Director	Director
William R. Rhodes Director	Director
H. Onno Ruding Director and Vice Chairman Netherlands	Director
Sanford I. Weill Director	Chairman
Irwin Ettinger Executive Officer	Chief Tax Officer and Chief Accounting Officer
William P. Hannon Executive Officer	Controller
Douglas L. Peterson Executive Officer	Chief Auditor
Charles O. Prince, III Executive Officer	Secretary
Firoz B. Tarapore	Deputy Treasurer

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Executive Officer

Todd S. Thompson  
Executive Officer

Chief Financial Officer

Guy R. Whittaker  
Executive Officer

Treasurer

Alan L. Ingber  
Executive Officer

Vice President

Nick Lyall  
Executive Officer

Vice President

Stephanie B. Mudick  
Executive Officer

Vice President and Assistant Secretary/  
Secretary Pro-Tem

Grace B. Vogel  
Executive Officer

Deputy Controller

Gail S. Wilson  
Executive Officer

Assistant Secretary/Secretary Pro-Tem

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SCHEDULE E

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITIGROUP INC.

Name, Position, Citizenship (United States, unless otherwise indicated)	Title
C. Michael Armstrong Director	Chairman & Chief Executive Officer AT&T Corporation
Alain J. P. Belda Director Brazil	President & Chief Executive Officer Alcoa Inc.
Kenneth J. Bialkin Director	Partner Skadden, Arps, Slate, Meagher & Flom LLP
Kenneth T. Derr Director	Chairman & Chief Executive Officer Chevron Corporation
John M. Deutch Director	Institute Professor Massachusetts Institute of Technology
The Honorable Gerald R. Ford Honorary Director	Former President of the United States
Alfredo Harp Director Mexico	Citigroup Inc.



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Roberto Hernandez Director Mexico	Citigroup Inc.
Ann Dibble Jordan Director	Consultant
Robert I. Lipp Director and Executive Officer	Chairman & CEO Travelers Property Casualty Corp.
Reuben Mark Director	Chairman and Chief Executive Officer Colgate-Palmolive Company
Michael T. Masin Director	Vice Chairman and President - International GTE Corporation
Dudley C. Mecum Director	Managing Director Capricorn Management
Richard D. Parsons Director	President Time Warner Inc.
Andrall E. Pearson Director	Chairman & Chief Executive Officer TRICON Global Restaurants, Inc.
Robert E. Rubin Director and Executive Officer	Member of the Office of the Chairman Citigroup Inc.
Franklin A. Thomas Director	Former President The Ford Foundation

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Name, Position, Citizenship (United States, unless otherwise indicated)	Title
Sanford I. Weill Director and Executive Officer	Chairman and Co-Chief Executive Officer Citigroup Inc.
Arthur Zankel Director	General Partner First Manhattan Co.
Winfred F. W. Bischoff Executive Officer United Kingdom and Germany	Citigroup Inc.
Michael A. Carpenter Executive Officer	Co-Chief Executive Officer Global Corporate and Investment Bank Citigroup Inc.

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Thomas Wade Jones  
Executive Officer

Co-Chairman & CEO  
SSB Asset Management Group

Deryck C. Maughan  
Executive Officer  
United Kingdom

Vice Chairman  
Citigroup Inc.

Victor J. Menezes  
Executive Officer

Co-Chief Executive Officer  
Global Corporate and Investment Bank  
Citigroup Inc.

Charles O. Prince, III  
Executive Officer

Co-General Counsel/Corporate Secretary  
Citigroup Inc.

William R. Rhodes  
Executive Officer

Vice Chairman  
Citigroup Inc.

Todd S. Thomson  
Executive Officer

Senior Vice President  
Citigroup Inc.

Robert B. Willumstad  
Executive Officer

Chairman  
CitiFinancial Credit Company

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EXHIBIT INDEX

1. Joint Filing Agreement, dated as of March 4, 2002 by and among CVC, Citibank, Citicorp, Citigroup Holdings and Citigroup.

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