

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

Filing Date: **1999-07-27**  
SEC Accession No. **0000892569-99-002010**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### SMARTFLEX SYSTEMS INC

CIK: **946677** | IRS No.: **330581151** | State of Incorpor.: **DE** | Fiscal Year End: **0102**  
Type: **SC 14D9/A** | Act: **34** | File No.: **005-44973** | Film No.: **99671110**  
SIC: **3678** Electronic connectors

Mailing Address  
*14312 FRANKLIN AVENUE  
TUSTIN CA 92781-2085*

Business Address  
*14312 FRANKLIN AVE  
TUSTIN CA 92781-2085  
7148388737*

### FILED BY

#### SMARTFLEX SYSTEMS INC

CIK: **946677** | IRS No.: **330581151** | State of Incorpor.: **DE** | Fiscal Year End: **0102**  
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 2  
TO

SCHEDULE 14D-9/A

SOLICITATION/RECOMMENDATION STATEMENT PURSUANT TO  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

SMARTFLEX SYSTEMS, INC.  
(NAME OF SUBJECT COMPANY)

SMARTFLEX SYSTEMS, INC.  
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, \$.0025 PAR VALUE  
(TITLE OF CLASS OF SECURITIES)

83169K108  
((CUSIP) NUMBER OF CLASS OF SECURITIES)

WILLIAM L. HEALEY  
PRESIDENT, CHIEF EXECUTIVE OFFICER AND  
CHAIRMAN OF THE BOARD  
14312 FRANKLIN AVENUE  
TUSTIN, CALIFORNIA 92781  
(714) 838-8737  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICE AND COMMUNICATIONS  
ON BEHALF OF THE PERSON(S) FILING STATEMENT)

COPIES TO:

NICK E. YOCCA, ESQ.  
STRADLING, YOCCA, CARLSON & RAUTH  
660 NEWPORT CENTER DRIVE, SUITE 1600  
NEWPORT BEACH, CALIFORNIA 92660  
(949) 725-4000

This Amendment No. 2 amends Items 8 and 9 of the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended, the "Schedule 14D-9") of SMARTFLEX SYSTEMS, INC., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission on July 14, 1999, relating to a tender offer by SSI Acquisition Corp., a Delaware corporation (the "Purchaser"), a wholly-owned subsidiary of Saturn Electronics & Engineering, Inc., a Michigan corporation ("Saturn"), for all of the outstanding shares of Common Stock, \$.0025 par value, of the Company. Unless otherwise stated herein, the capitalized terms used but not defined herein shall have the same meaning as set forth in the Schedule 14D-9.

ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED.

(a) Each of the Company's directors and executive officers who are parties to the Stockholder Agreements filed a Statement on Schedule 13D. The Statement on Schedule 13D is incorporated by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

20 Statement on Schedule 13D (without exhibits).

1

3

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.

SMARTFLEX SYSTEMS, INC.

/s/ WILLIAM L. HEALEY

-----  
Name: William L. Healey  
Title: Chairman of the Board,  
President  
and Chief Executive Officer

Date: July 26, 1999

2

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EXHIBIT INDEX

<TABLE>  
<CAPTION>  
EXHIBIT

NUMBER  
-----

DESCRIPTION  
-----

<C>	<S>
20	Statement on Schedule 13D (without exhibits)

</TABLE>



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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER  
250,379

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER  
--

EACH REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
250,379

10 SHARED DISPOSITIVE POWER  
--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,379

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

/ /

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

3.8%

14 TYPE OF REPORTING PERSON

IN

Page 2 of 18 Pages

3

## SCHEDULE 13D

CUSIP NO. 83169K108

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

William E. Bendush      ###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) /x/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION



BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
9 SOLE DISPOSITIVE POWER 21,875  
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
21,875

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

14 TYPE OF REPORTING PERSON  
IN

5

SCHEDULE 13D

CUSIP NO. 83169K108

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
William A. Klein ###-##-####

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7 SOLE VOTING POWER 15,875  
8 SHARED VOTING POWER  
9 SOLE DISPOSITIVE POWER 15,875  
10 SHARED DISPOSITIVE POWER



11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,875

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

/ /

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

0.2%

14 TYPE OF REPORTING PERSON

IN

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6

SCHEDULE 13D

CUSIP NO. 83169K108

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gary E. Liebl ###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) /x/

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER  
15,875

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
--

9 SOLE DISPOSITIVE POWER  
15,875

10 SHARED DISPOSITIVE POWER  
--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,875

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

/ /







1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James Cogan

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER  
0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER  
--

EACH REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

/ /

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

0

14 TYPE OF REPORTING PERSON

IN

Page 10 of 18 Pages

11

SCHEDULE 13D

CUSIP NO. 83169K108

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Christopher Rollison ###-##-####

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	7	SOLE VOTING POWER	50,292
NUMBER OF	8	SHARED VOTING POWER	--
SHARES			
BENEFICIALLY	9	SOLE DISPOSITIVE POWER	50,292
OWNED BY			
EACH REPORTING	10	SHARED DISPOSITIVE POWER	--
PERSON			
WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,292

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

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

0.8%

14 TYPE OF REPORTING PERSON

IN

12

SCHEDULE 13D

CUSIP NO. 83169K108

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cheryl Moreno ###-##-####

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

3 SEC USE ONLY

## 4 SOURCE OF FUNDS

00

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

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER  
3,500

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
--

9 SOLE DISPOSITIVE POWER  
3,500

10 SHARED DISPOSITIVE POWER  
--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,500

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

/ /

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

0.1%

14 TYPE OF REPORTING PERSON

IN

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13

INTRODUCTORY STATEMENT REGARDING TENDER OFFER OF SHARES OF  
SMARTFLEX SYSTEMS INC,. -- CUSIP NUMBER 83169K108  
SCHEDULE 13D

On July 6, 1999, SSI Acquisition Corp., a Delaware corporation ("SSI") and Saturn Electronics and Engineering, Inc., a Michigan corporation (the "Parent") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Smartflex Systems, Inc., a Delaware Corporation (the "Company") under which SSI would tender for all of the issued and outstanding shares of common stock of the Company (the "Shares"). SSI and Parent entered into a Stock Tender and Voting Agreement with each of the directors and executive officers of the Company (all of whom are reporting persons filing this Schedule 13D) which provided generally that such director or officer would tender his or her shares within 10 days following commencement of the tender offer and would vote their shares in favor of the merger of SSI with and into the Company. The Company believes each of the directors and officers of the Company acted independently and anticipated that the effectiveness of their respective obligations under the Stock Tender and Voting Agreement should be conditioned upon commencement of a tender offer in accordance with the Merger Agreement. The Company also believes that the directors and officers did not comprise a "group" as defined in Rule 13d-5(b)(1) of the Securities Exchange Act of 1934 (the "Exchange Act") because each of the directors and officers entered into a Stock Tender and Voting Agreement severally with SSI and Parent and did not enter into any agreement with the other directors and/or officers of the Company. Further, none of the Company's executive officers' or directors' obligations under their respective Stock Tender and Voting Agreements are conditioned upon, or are related to, the

performance by any other of the Company's executive officers or directors of the obligations under their respective Stock Tender and Voting Agreements. If a group was formed within the definition of Rule 13d-5(b)(1) the Company believes that the group would have been formed only upon the commencement of the tender offer which occurred on July 14, 1999.

Each of the directors and officers of the Company filing this Schedule 13D is doing so as a precautionary measure but does not concede that he or she is a member of a group or that this Statement is required under Regulation 13D of the Exchange Act. The Company believes that if this Statement is required, the commencement time of the 10-day period referenced in Rule 13d-1(a) would be concurrent with the tender offer on July 14, 1999.

The filing of this Schedule 13D shall not be construed as an admission that the individuals signing herein are the beneficial owners of any securities covered by this Schedule 13D.

ITEM 1. SECURITY AND ISSUER

The class of equity securities to which this statement on Schedule 13D (the "Statement") relates is the common stock, par value \$.0025 per share (the "Common Stock"), of Smartflex Systems, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 14312 Franklin Avenue, Tustin, California 92781.

ITEM 2. IDENTITY AND BACKGROUND

This Statement is filed on behalf of the potential members of a group within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934 listed below (the "Individuals"). The name, business address, present principal occupation or employment and the name, principal business and address of the corporation in which such employment is conducted are set forth below for each Individual.

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<TABLE>  
<CAPTION>

NAME	BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
<S> William L. Healey	<C> Smartflex Systems, Inc. 14312 Franklin Avenue P.O. Box 2085 Tustin, CA 92781-2085	<C> President and Chief Executive Officer and Chairman of the Board
William E. Bendush	Applied Microcircuits Corporation 6290 Sequence Drive San Diego, CA 92121-4358	Director
Alan V. King	Voltera Semiconductor Corporation 42840 Christy Street Suite 202 Fremont, CA 94538	Director
William A. Klein	Smartflex Systems, Inc. 14312 Franklin Avenue P.O. Box 2085 Tustin, CA 92781-2085	Director
Gary E. Liebl	1082 Country Hills Drive Santa Ana, CA 92705	Director
Anthony R.W. Richardson	Smartflex Systems, Inc. 14312 Franklin Avenue P.O. Box 2085 Tustin, CA 92781-2085	Executive Vice President and Chief Operating Officer
John W. Hohener	Smartflex Systems, Inc.	Vice President, Chief Financial



	14312 Franklin Avenue P.O. Box 2085 Tustin, CA 92781-2085	Officer and Treasurer
Richard D. Bell	Smartflex Systems, Inc. 14312 Franklin Avenue P.O. Box 2085 Tustin, CA 92781-2085	Vice President of Worldwide Sales
James Cogan	Smartflex Systems, Inc. 14312 Franklin Avenue P.O. Box 2085 Tustin, CA 92781-2085	Vice President and General Manager of the EMS Business Unit
Christopher Rollison	Smartflex Systems, Inc. 14312 Franklin Avenue P.O. Box 2085 Tustin, CA 92781-2085	Vice President and General Manager of the Advanced Interconnect Business Unit

</TABLE>

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<TABLE>

<CAPTION>

<S>

Cheryl Moreno

<C>

Smartflex Systems, Inc.  
14312 Franklin Avenue  
P.O. Box 2085  
Tustin, CA 92781-2085

<C>

Vice President of Human Resources

</TABLE>

During the last five years, none of the Individuals has been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the Individuals has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as the result of which such person was or is subject to, federal or state securities laws or finding any violation with respect to such laws.

Each of the Individuals is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No funds or other consideration changed hands as there was no purchase or sale of securities.

ITEM 4. PURPOSE OF TRANSACTION

The purpose of each Stock Tender and Voting Agreement was to have the Individual aid SSI Acquisition Corp., a Delaware corporation, ("SSI") in its purchase of all of the outstanding shares of the Company (the "Tender Offer"). Pursuant to the Stock Tender and Voting Agreements, each Individual has agreed to tender all shares of common stock of the Company beneficially owned by them (the "Shares") pursuant to the Tender Offer within 10 business days of commencement of the Tender Offer. Each Individual agreed to vote the Shares in favor of the merger of SSI with and into the Company and agreed to not take certain specified actions which would impede the proposed merger. Furthermore, each Individual delivered an irrevocable proxy to SSI's parent corporation, Saturn Electronic & Engineering, Inc. (the "Parent"), pursuant to which each Individual irrevocably appoints Wallace K. Tsuha, Jr., Jereen G. Trudell and Parent to exercise the proxy to vote the Shares in favor of the merger of SSI with and into the Company. Such proxies shall remain in effect until termination of the Agreement and Plan of Merger dated July 6, 1999, by and among the Company, SSI and the Parent (the "Merger Agreement") or the Effective Time (as defined in the Merger Agreement).

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The information required by paragraphs (a) and (b) of this Item 5 is set forth in Items 7-13 of the cover page to this Statement for each Individual, which information is incorporated herein by reference.

On June 24, 1999 and effective May 18, 1999, William L. Healey, the Company's President, Chief Executive Officer and Chairman of the Board of Directors, terminated and waived all of his rights under the Stock Option Agreement between the Company and Mr. Healey dated January 14, 1997. Such Stock Option Agreement provided for the grant of options to Mr. Healey to purchase 35,000 Shares at an exercise price of \$16.50 per share.

On May 19, 1999, the Company's non-employee directors, William E. Bendush, Alan V. King, William A. Klein and Gary E. Liebl, each received an automatic grant of non-qualified stock options to purchase 3,000 Shares at an exercise price of \$3.50 per Share. Such options are automatically granted to non-employee directors of the Company each time such directors are reelected to the Board of Directors.

Each of William L. Healey, Anthony R.W. Richardson, Christopher J. Rollison and James Cogan are participants in the Company's 1995 Employee Stock Purchase Plan. On May 1, 1999, Messrs. Healey, Richardson and Rollison each purchased 1,000 Shares at a price of \$2.92 per Share, pursuant to the Company's 1995 Employee Stock Purchase Plan (Mr. Cogan had not yet become a participant in the 1995 Employee Stock Purchase Plan as of such date).

Paragraphs (d) and (e) of this Item 5 are inapplicable.

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

See summary of the Stock Tender and Voting Agreements in Item 4 above.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

<TABLE>	<C>
<S>	
Exhibit 1	Agreement and Plan of Merger dated as of July 6, 1999 by and among Parent, Purchaser and the Company.
Exhibit 2	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and William L. Healey.
Exhibit 3	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and William E. Bendush.
Exhibit 4	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Alan V. King.
Exhibit 5	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and William A. Klein.
Exhibit 6	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Gary E. Liebl.
Exhibit 7	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Anthony R.W. Richardson.
Exhibit 8	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and John W. Hohener.
Exhibit 9	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Richard D. Bell.
Exhibit 10	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and James Cogan.
Exhibit 11	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Christopher Rollison.
Exhibit 12	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Cheryl Moreno.

</TABLE>

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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.

Date: July 26, 1999

/s/ WILLIAM L. HEALEY  
-----  
William L. Healey

/s/ WILLIAM E. BENDUSH  
-----  
William E. Bendush

/s/ ALAN V. KING  
-----  
Alan V. King

/s/ WILLIAM A. KLEIN  
-----  
William A. Klein

/s/ GARY E. LIEBL  
-----  
Gary E. Liebl

/s/ ANTHONY R.W. RICHARDSON  
-----  
Anthony R.W. Richardson

/s/ JOHN W. HOHENER  
-----  
John W. Hohener

/s/ RICHARD D. BELL  
-----  
Richard D. Bell

/s/ JAMES COGAN  
-----  
James Cogan

/s/ CHRISTOPHER ROLLISON  
-----  
Christopher Rollison

/s/ CHERYL MORENO  
-----  
Cheryl Moreno

<TABLE>  
<CAPTION>

Exhibit No. -----	Description -----
<S>	<C>
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Exhibit 11	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Christopher Rollison.
Exhibit 12	Stock Tender and Voting Agreement dated as of July 6, 1999 by and among Parent, Purchaser and Cheryl Moreno.

</TABLE>