

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2004-05-18**
SEC Accession No. **0000950152-04-004166**

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

SUBJECT COMPANY

AIRNET COMMUNICATIONS CORP

CIK: **944163** | IRS No.: **593218138** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-57311** | Film No.: **04816871**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address
3950 DOW ROAD
-
MELBOURNE FL 32934

Business Address
3950 DOW ROAD
-
MELBOURNE FL 32934
3219841990

FILED BY

MELLON VENTURES LP

CIK: **1072562** | IRS No.: **251779945** | State of Incorporation: **DE**
Type: **SC 13D/A**

Mailing Address
ONE MELLON CENTER
SUITE 5300
PITTSBURGH PA 15258

Business Address
ONE MELLON CENTER
SUITE 5300
PITTSBURGH PA 15258
4122363620

3. SEC USE ONLY

4. SOURCE OF FUNDS*

N/A

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	8,514,892 (1)
	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	8,514,892 (1)
	10. SHARED DISPOSITIVE POWER	0
	11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,514,892 (1)

</TABLE>

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<TABLE>

<S> <C>

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

[](2)

EXCLUDES CERTAIN SHARES*

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

12.98%(2)

14. TYPE OF REPORTING PERSON*

PN

</TABLE>

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<TABLE>

<S> <C> <C> <C>

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

MVMA, L.P. (I.R.S. No. 25-1779946)

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

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

N/A

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	7. SOLE VOTING POWER	8,514,892 (1)
SHARES		
BENEFICIALLY	8. SHARED VOTING POWER	0
OWNED BY		
EACH		
REPORTING	9. SOLE DISPOSITIVE POWER	8,514,892 (1)
PERSON		
WITH	10. SHARED DISPOSITIVE POWER	0
	11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,514,892 (1)

</TABLE>

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<TABLE>

<S> <C> <C> <C>

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
[] (2)

EXCLUDES CERTAIN SHARES*

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

12.98%(2)

14. TYPE OF REPORTING PERSON*

PN

</TABLE>

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<TABLE>
<S> <C> <C>

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

MVMA, Inc. (I.R.S. No. 25-1779947)

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

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

N/A

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

7. SOLE VOTING POWER 8,514,892 (1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER 0

9. SOLE DISPOSITIVE POWER 8,514,892 (1)

10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 8,514,892 (1)

</TABLE>

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<TABLE>

<S>	<C>	<C>
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)	
[]	(2)	

EXCLUDES CERTAIN SHARES*

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

12.98% (2)

14. TYPE OF REPORTING PERSON*

CO

</TABLE>

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<TABLE>

<S>	<C>	<C>
1.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	

Mellon Financial Corporation (I.R.S. No. 25-1233834)

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

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

N/A

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

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

	7.	SOLE VOTING POWER	8,514,892 (1)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER	0
	9.	SOLE DISPOSITIVE POWER	8,514,892 (1)
	10.	SHARED DISPOSITIVE POWER	0
	11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,514,892 (1)

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<S>	<C>	<C>
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)	
[] (2)		
EXCLUDES CERTAIN SHARES*		

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

12.98% (2)

14. TYPE OF REPORTING PERSON*

HC

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<S>	<C>	<C>
1.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Mellon Bank, N.A. (I.R.S. No. 25-0659306)	

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

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

N/A

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

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7.	SOLE VOTING POWER	8,514,892 (1)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER	0
	9.	SOLE DISPOSITIVE POWER	8,514,892 (1)
	10.	SHARED DISPOSITIVE POWER	0
	11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,514,892 (1)

</TABLE>

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

[](2)

EXCLUDES CERTAIN SHARES*

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

12.98%(2)

14. TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) This Amendment No. 3 to Schedule 13D ("Amendment No. 3") relates to a Schedule 13D, as amended, filed by Mellon Ventures, L.P. ("Mellon Ventures"), Mellon Financial Corporation and Mellon Bank, N.A. with the Securities and Exchange Commission (the "SEC") on May 16, 2001 and as amended on September 4, 2003 and April 7, 2004 (the "Schedule 13D"). Information in the Schedule 13D remains in effect except to the extent that it is superceded by the information contained in this Amendment No. 3. Information given in response to each item shall be deemed to be incorporated by reference in all other items. Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings ascribed to such terms in the Schedule 13D.

The shares of Common Stock reported herein as beneficially owned may exclude securities of AirNet Communications Corporation (the "Issuer") with respect to which voting and/or dispositive power is exercised by subsidiaries of Mellon Financial Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein.

(2) Pursuant to Rule 13d-1(j), the percentage of the class represented by the Common Stock beneficially owned by the reporting persons includes the amount set forth on the Annual Report of the Issuer on Form 10-K filed on March 10, 2004, but also includes 6,060,609 shares of Common Stock issued by the Issuer pursuant to the transactions reported in its Current Report on Form 8-K filed on April 22, 2004 and 9,553,442 shares of Common Stock issued upon conversion of a convertible note.

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SCHEDULE 13D

ITEM 1 SECURITY AND ISSUER

This Amendment No. 3 relates to the Common Stock of the Issuer.

The principal executive offices of the Issuer are located at 3950 Dow Road, Melbourne, Florida 32934, as reported in its most recent Current Report on Form 8-K dated as of May 13, 2004.

ITEM 2 IDENTITY AND BACKGROUND

This Amendment No. 3 is filed on behalf of the Mellon Ventures and the following entities:

Mellon Ventures is a Delaware limited partnership and has its principal business address at 4005 Kennett Pike, Greenville, Delaware 19807. Mellon Ventures is a small business investment company organized under the Small Business Investment Act of 1958, as amended, whose principal business is to invest in equity or equity-related securities of companies.

MVMA, L.P., a Delaware limited partnership, has its principal business address at 4005 Kennett Pike, Greenville, Delaware 19807, is the general partner of Mellon Ventures and holds a 1% equity interest in Mellon Ventures. Its principal business is to act as general partner of Mellon Ventures.

MVMA, Inc., a Delaware corporation, which has its principal business address at 4005 Kennett Pike, Greenville, Delaware 19807, is the general partner of MVMA, L.P. and holds a 1% equity interest in MVMA, L.P. Its principal business is to act as general partner of MVMA, L.P. The name, business address, present principal occupation and citizenship of each executive officer and director of MVMA, Inc. and the sole stockholder of MVMA, Inc. are set forth on Annex A hereto.

Mellon Bank, N.A., a national banking association, which has its principal executive office and principal business address at One Mellon Center, Pittsburgh, Pennsylvania 15258, is the majority limited partner of Mellon Ventures. The name, business address, present principal occupation and citizenship of each executive officer and director of Mellon Bank, N.A. are set forth on Annex B hereto.

Mellon Financial Corporation, a Pennsylvania corporation ("Mellon

Financial"), which has its principal executive office and principal business address at One Mellon Center, Pittsburgh, Pennsylvania 15258, is the sole stockholder of Mellon Bank, N.A. The name, business address, present principal occupation and citizenship of each executive officer and director of Mellon Financial Corporation are set forth on Annex B hereto.

During the last five years, none of Mellon Ventures, together with MVMA, L.P., MVMA, Inc., Mellon Bank, N.A., Mellon Financial Corporation (collectively, the "Mellon Affiliates")

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and the persons set forth on Annexes A and B hereto have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the Mellon Affiliates and the persons set forth on Annexes A and B hereto have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which it or he 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.

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable. The Schedule 13D is being amended by this Amendment 3 to reflect the beneficial ownership of the Mellon Affiliates as of May 18, 2004 following the disposition of shares of Common Stock in an amount greater than one percent of the outstanding shares of Common Stock of the Issuer calculated on the basis of the outstanding shares of Common Stock reported by the Issuer on its Annual Report on Form 10-K, filed with the SEC as of March 10, 2004 plus issuances of Common Stock reported on the Issuer's current reports on Form 8-K dated April 23, 2004, and April 26, 2004 (the "Issuer Current Reports"). The reporting persons have made no acquisitions of the Issuer's Common Stock since those reported in an amendment to the Schedule 13D filed on September 4, 2003.

ITEM 4 PURPOSE OF THE TRANSACTION

The respective purpose of Mellon Ventures in disposing of shares of Common Stock is to maximize the return on Mellon Ventures' previous investments in the Issuer in light of current market and business conditions, liquidity requirements of Mellon Ventures and other factors that the Mellon Affiliates may deem material to their investment decision.

The Mellon Affiliates intend to review their respective investment positions from time to time. Depending upon such ongoing review, as well as market and business conditions, liquidity requirements of Mellon Ventures and other factors that the Mellon Affiliates may deem material to their investment decision, they may choose to purchase additional securities of the Issuer or to sell all or a portion of their shares of Common Stock in open market or privately negotiated transactions.

Except as described herein, the Mellon Affiliates have no present plans or proposals that relate to or would result in any of the actions described in Item 4(a) through (j) of Schedule 13D.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) The Mellon Affiliates are the beneficial owners of 8,514,892 shares of Common Stock on a fully diluted basis. These 8,514,892 shares constitute approximately 12.98% of the issued and outstanding shares of Common Stock.

(b) The Mellon Affiliates have the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 8,514,892 shares of Common Stock.

(c) Mellon Ventures has effected the transactions in the Common Stock of the Issuer that are set forth in the attached Annex C hereto.

(d) No persons, other than the Mellon Affiliates have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned thereby.

(e) Not applicable.

The foregoing may exclude securities of the Issuer with respect to which voting and/or dispositive power is exercised by subsidiaries of Mellon Financial Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein.

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

The Issuer has entered into the transactions disclosed in the Issuer Current Reports, which include the execution of a Consent, Waiver and Lockup Agreement, dated April 21, 2004, among the Issuer, Mellon Ventures and other holders of securities of the Issuer (incorporated by reference to Exhibit 99.1) (the "Agreement") pursuant to which the Issuer acknowledged and confirmed that the shares of Common Stock of the Issuer referenced herein constitute "Registrable Securities" under a Second Amended and Restated Registration Rights Agreement Among Series E, Series F and Series G Preferred Stockholders and Senior Registration Rights Agreement, dated September 7, 1999 and as thereafter amended by a First Amendment to Second Amended and Restated Registration Rights Agreement Among Series E, Series F and Series G Preferred Stockholders and Senior Registration Rights Agreement, dated September 20, 1999, respectively incorporated herein as Exhibits 99.2 and 99.3 (collectively, the "Registration Rights Agreement"). The Agreement, among other matters, contemplates certain waivers of rights, for a period stated in the Agreement, under the Registration Rights Agreement, which in turn provides to Mellon Ventures, among other persons, demand, piggyback and S-3 registration rights.

Mellon Financial, a reporting person, and its wholly owned subsidiary Mellon Ventures, Inc., a Delaware corporation, are parties to numerous staff carry award agreements with certain current and former employees of Mellon Ventures, Inc., pursuant to the Mellon Ventures Staff Carry Award Program. Those current and former employees may receive cash payments from Mellon Ventures reflecting a pro rata percentage of certain levels of gains in the liquidation value of certain securities of the Issuer held by Mellon Ventures. Such cash payments are paid only when Mellon Ventures' individual securities that make up its investment have liquidation values that exceed certain required expenses and other costs paid by Mellon Ventures.

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

The following materials are filed as exhibits:

- Exhibit 99.1: Consent, Waiver and Lockup Agreement, dated April 21, 2004 (Incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K of AirNet Communications Corporation, filed April 23, 2004)
- Exhibit 99.2 Second Amended and Restated Registration Rights Agreement Among Series E, Series F and Series G Preferred Stockholders and Senior Registration Rights Agreement dated as of September 7, 1999 (Incorporated

herein by reference to Exhibit 4.4 to the Registration Statement on Form S-1 of AirNet Communications Corporation, filed on September 24, 1999).

Exhibit 99.3 First Amendment to Second Amended and Restated Registration Rights Agreement Among Series E, Series F and Series G Preferred Stockholders and Senior Registration Rights Agreement dated as of September 20, 1999 (Incorporated herein by reference to Exhibit 4.5 to Amendment No. 1 to the Registration Statement on Form S-1 of AirNet Communications Corporation, filed on October 29, 1999).

Exhibit 99.4: Joint Filing Agreement, dated May 18, 2004 (Filed herewith).

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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: May 18, 2004

MELLON VENTURES, L.P.
By: MVMA, L.P., its General Partner
By: MVMA, INC. its General Partner

By: /s/ Ronald J. Coombs

Ronald J. Coombs
Chief Financial Officer

MVMA, L.P.
By: MVMA, INC. its General Partner

By: /s/ Ronald J. Coombs

Ronald J. Coombs
Chief Financial Officer

MVMA, INC.

By: /s/ Ronald J. Coombs

Ronald J. Coombs
Chief Financial Officer

MELLON FINANCIAL CORPORATION

By: /s/ Carl Krasik

Carl Krasik
Secretary

MELLON BANK, N.A.

By: /s/ Carl Krasik

Carl Krasik
Assistant Secretary

ANNEX B
EXECUTIVE OFFICERS AND DIRECTORS OF
MELLON FINANCIAL CORPORATION AND MELLON BANK N.A.

DIRECTORS OF MELLON FINANCIAL CORPORATION AND MELLON BANK, N.A.:

<Table>	<Caption>	DIRECTOR	PRINCIPAL OCCUPATION AND BUSINESS ADDRESS	DIRECTOR SINCE
		-----	-----	-----
<S>		Ruth E. Bruch	<C> Senior Vice President and Chief Information Officer Lucent Technologies, Inc. c/o Mellon Financial Corporation Room 4826 Pittsburgh, PA 15258	2003
		Jared L. Cohon	President Carnegie Mellon University c/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	1998
		Steven G. Elliott	Senior Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A. One Mellon Center Room 4826 Pittsburgh, PA 15258	2001
		Ira J. Gumberg	President and Chief Executive Officer J.J. Gumberg Co. c/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	1989
		Edward J. McAniff	Of Counsel O'Melveny & Myers c/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	1994
</TABLE>				

ANNEX B
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MELLON FINANCIAL CORPORATION AND MELLON BANK N.A.

DIRECTORS OF MELLON FINANCIAL CORPORATION AND MELLON BANK, N.A.:

<Table>	<Caption>	DIRECTOR	PRINCIPAL OCCUPATION AND BUSINESS ADDRESS	DIRECTOR SINCE
		-----	-----	-----
<S>		Martin G. McGuinn	<C> Chairman and Chief Executive Officer Mellon Financial Corporation Chairman, President and Chief Executive Officer Mellon Bank, N.A. One Mellon Center Room 4826 Pittsburgh, PA 15258	1998
		Robert Mehrabian	Chairman, President and Chief Executive Officer Teledyne Technologies Incorporated c/o Mellon Financial Corporation One Mellon Center	1994

	Room 4826 Pittsburgh, PA 15258	
Seward Prosser Mellon	President and Chief Executive Officer Richard K. Mellon and Sons Richard King Mellon Foundation c/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	1972
Mark A. Nordenberg	Chancellor University of Pittsburgh c/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	1998
James F. Orr III	Chairman The Rockefeller Foundation C/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	2003

</TABLE>

ANNEX B

EXECUTIVE OFFICERS AND DIRECTORS OF
MELLON FINANCIAL CORPORATION AND MELLON BANK N.A.

DIRECTORS OF MELLON FINANCIAL CORPORATION AND MELLON BANK, N.A.:

DIRECTOR -----	PRINCIPAL OCCUPATION AND BUSINESS ADDRESS -----	DIRECTOR SINCE -----
<S> David S. Shapira	<C> Chairman and Chief Executive Officer Giant Eagle, Inc. c/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	<C> 1986
William E. Strickland, Jr.	President and Chief Executive Officer Manchester Bidwell Corporation c/o Mellon Financial Corporation One Mellon Center Room 4826 Pittsburgh, PA 15258	2001
John P. Surma	President and Chief Operating Officer United States Steel Corporation c/o Mellon Financial Corporation Room 4826 Pittsburgh, PA 15258	2004
Wesley W. von Schack	Chairman, President and Chief Executive Officer Energy East Corporation c/o Mellon Financial Corporation 4826 One Mellon Center Pittsburgh, PA 15258	1989

</Table>

ANNEX B
EXECUTIVE OFFICERS AND DIRECTORS OF
MELLON FINANCIAL CORPORATION AND MELLON BANK N.A.

EXECUTIVE OFFICERS OF MELLON FINANCIAL CORPORATION AND MELLON BANK, N.A.:

<Table>
<Caption>

NAME ----	PRINCIPAL OCCUPATION -----	BUSINESS ADDRESS -----
<S> Martin G. McGuinn	<C> Chairman and Chief Executive Officer Mellon Financial Corporation Chairman, President and Chief Executive Officer Mellon Bank, N.A.	<C> One Mellon Center Room 4826 Pittsburgh, PA 15258
Steven G. Elliott	Senior Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
James D. Aramanda	Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
Stephen E. Canter	Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
David F. Lamere	Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
Jeffrey L. Leininger	Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
Ronald P. O'Hanley	Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
James P. Palermo	Vice Chairman Mellon Financial Corporation and Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258

</Table>

ANNEX B
EXECUTIVE OFFICERS AND DIRECTORS OF
MELLON FINANCIAL CORPORATION AND MELLON BANK N.A.

EXECUTIVE OFFICERS OF MELLON FINANCIAL CORPORATION AND MELLON BANK, N.A.:

<Table>
<Caption>

NAME ----	PRINCIPAL OCCUPATION -----	BUSINESS ADDRESS -----
<S> Allan P. Woods	<C> Vice Chairman and Chief Information Officer Mellon Financial Corporation and Mellon Bank, N.A.	<C> One Mellon Center Room 4826 Pittsburgh, PA 15258
John T. Chesko	Vice Chairman and Chief	One Mellon Center

	Compliance Officer Mellon Financial Corporation and Mellon Bank, N.A.	Room 4826 Pittsburgh, PA 15258
Michael A. Bryson	Chief Financial Officer Mellon Financial Corporation EVP and Chief Financial Officer, Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
Timothy P. Robison	Chief Risk Officer Mellon Financial Corporation and Executive Vice President and Chief Risk Officer Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
Leo Y. Au	Treasurer Mellon Financial Corporation Senior Vice President, Manager, Corporate Treasury Group Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258
Michael K. Hughey	Senior Vice President and Controller Mellon Financial Corporation Senior Vice President, Director of Taxes and Controller, Mellon Bank, N.A.	One Mellon Center Room 4826 Pittsburgh, PA 15258

</Table>

Each of the individuals listed above is a citizen of the United States of America. The sole stockholder of Mellon Bank, N.A. is Mellon Financial Corporation.

ANNEX C
TRANSACTIONS IN THE ISSUER'S COMMON STOCK WITHIN THE PAST 60 DAYS

The following sales transactions were effected by Mellon Ventures between April 7, 2004, the date of the most recent filing on Schedule 13D prior to the date of this Amendment No. 3, and the hereof, in such quantities of shares of Common Stock of the Issuer, on the dates and at the sales prices indicated below. The sales transactions below were all effected pursuant to Rule 144 under the Securities Act of 1933, as amended, pursuant to broker's transactions (as such term is defined in Rule 144).

<Table>
<Caption>

Date	Shares	Price
<S> 4/23/2004	<C> 609,257	<C> \$1.0000
4/23/2004	64,400	\$1.0100
4/23/2004	259,300	\$1.0300
4/23/2004	86,600	\$1.0400
4/23/2004	777,300	\$1.0500
4/23/2004	51,400	\$1.0600
4/23/2004	51,700	\$1.0700
4/23/2004	47,900	\$1.0800
4/23/2004	31,500	\$1.0900

4/23/2004	304,900	\$1.1000
4/23/2004	200,800	\$1.1100
4/23/2004	99,800	\$1.1200
4/23/2004	50,900	\$1.1300
4/23/04	13,100	\$1.1400
4/23/2004	100	\$1.1500
4/23/2004	19,900	\$1.1600
4/23/2004	200	\$1.1700
4/23/2004	41,600	\$1.2000
4/23/2004	1,500	\$1.2100
4/23/2004	7,000	\$1.2300
4/23/2004	10,000	\$1.2400
4/26/2004	107,100	\$1.0000
4/26/2004	20,800	\$1.0100
4/26/2004	172,300	\$1.0200
4/26/2004	151,300	\$1.0300
4/26/2004	68,600	\$1.0500
4/26/2004	3,900	\$1.0600

</Table>

<Table>
<Caption>

Date	Shares	Price
<S> 4/27/2004	<C> 33,200	<C> \$1.0300
4/27/2004	66,800	\$1.0400
4/27/2004	83,500	\$1.0700
4/27/2004	7,900	\$1.1000

</Table>

JOINT FILING AGREEMENT

Joint Filing Agreement, dated as of May 18, 2004, by and among Mellon Ventures, L.P., MVMA, L.P., MVMA, Inc., Mellon Financial Corporation and Mellon Bank, N.A. Pursuant to Rule 13d-1(k) (1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Statement on Amendment No. 3 to Schedule 13D to which this exhibit is attached is filed on behalf of each of them in the capacities set forth below.

Dated: May 18, 2004

MELLON VENTURES, L.P.

By: MVMA, L.P., its general partner

By: MVMA, INC., its general partner

By: /s/ Ronald J. Coombs

Ronald J. Coombs
Chief Financial Officer

MVMA, L.P.

By: MVMA, INC., its general partner

By: /s/ Ronald J. Coombs

Ronald J. Coombs
Chief Financial Officer

MVMA, INC.

By: /s/ Ronald J. Coombs

Ronald J. Coombs
Chief Financial Officer

MELLON FINANCIAL CORPORATION

By: /s/ Carl Krasik

Carl Krasik
Secretary

MELLON BANK, N.A.

By: /s/ Carl Krasik

Carl Krasik
Assistant Secretary