

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

QUINTON CARDIOLOGY SYSTEMS INC
Form SC 13D/A
May 24, 2004

Filing Date: May 24, 2004

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

SCHEDULE 13D/A
(Amendment No. 4)*

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

Quinton Cardiology Systems, Inc.
(Name of Issuer)

Common Stock, with \$0.001 par value per share
(Title of Class of Securities)

748773 10 8
(CUSIP Number)

Sijze W. Plokker
Senior Vice President
Philips Electronics North America Corporation
1251 Avenue of the Americas
New York, New York 10020
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 19, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [] .

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

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

SEC 1746 (03-00)

CUSIP NO. 748773 10 8

SCHEDULE 13D/A

1. NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons
Koninklijke Philips Electronics N.V.

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

(a) []
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS*
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands

	7. SOLE VOTING POWER	
NUMBER OF	1,394,024	
SHARES		
BENEFICIALLY	8. SHARED VOTING POWER	
OWNED BY EACH	0	
REPORTING		
PERSON	9. SOLE DISPOSITIVE POWER	
WITH	1,394,024	
	10. SHARED DISPOSITIVE POWER	
	0	

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

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.4%

14. TYPE OF REPORTING PERSON* CO/HC

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

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

CUSIP NO. 748773 10 8

SCHEDULE 13D/A

1. NAME OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons
Philips Holding USA Inc.

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

(a) []

(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS*
AF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER
1,394,024

8. SHARED VOTING POWER
0

9. SOLE DISPOSITIVE POWER
1,394,024

10. SHARED DISPOSITIVE POWER
0

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

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.4%

14. TYPE OF REPORTING PERSON* CO

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

CUSIP NO. 748773 10 8

SCHEDULE 13D/A

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

to a report on Form 8-K filed by Quinton with the Securities and Exchange Commission on May 21, 2003, Quinton is the successor, by means of a reincorporation merger, to all of the business, properties, assets and liabilities of Quinton Cardiology Systems, Inc. (formerly QIC Holding Corp.), a California corporation ("Quinton California"), which was merged with and into Quinton. Pursuant to that merger, each outstanding share of common stock, no par value per share, of Quinton California (the "California Shares") was converted into one Share. In this statement, the terms "Quinton" and "Shares" may refer, as context requires, respectively to Quinton California and to the California Shares.

The principal executive office of Quinton is located at 3303 Monte Villa Parkway, Bothell, Washington 98021.

ITEM 2. IDENTITY AND BACKGROUND

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

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

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

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

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

(e) None of the Reporting Persons or, to the best knowledge and belief of the Reporting Persons, any of the individuals listed on Schedule I, II or III has, during the past five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) KPENV is a company incorporated under the laws of the Netherlands. PHUSA and PENAC are Delaware corporations.

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

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Pursuant to the Asset Purchase Agreement (the "APA"), dated as of November 17, 2000, between Agilent Technologies, Inc., a Delaware corporation ("Agilent"), and KPENV and the Amendment and Supplemental

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

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

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

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

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

As previously reported, Zymed was a non-control member of W.R. Hambrecht/QIC, LLC, a California limited liability company ("WRH"), which the Reporting Persons believe was the beneficial owner of approximately 5,056,215 Shares, as to which Shares the Reporting Persons disclaimed beneficial ownership. In April 2003, the Reporting Persons concluded, on the basis of their review of certain tax documentation received from WRH on or about March 28, 2003, that WRH had distributed the Shares it owned to its members and that Zymed, as a non-control member of WRH, had received 225,327 Shares on or about November 11, 2002 as part of such distribution. Zymed had been merged into PENAC as of August 31, 2002, so such Shares were acquired by PENAC.

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

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

ITEM 4. PURPOSE OF THE TRANSACTION

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

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

incorporated herein by reference.

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

PENAC intends to sell to certain underwriters all of the Shares beneficially owned by the Reporting Persons in connection with the public offering of securities (the "Offering") described in Amendment No. 2 to Quinton's Registration Statement on Form S-3 (No. 333-114908), which was filed on May 20, 2004. In connection with the Offering, PENAC entered into a Power of Attorney in the form attached as Exhibit 4, which is hereby incorporated herein by reference (the "Power of Attorney"), and anticipates that its attorneys-in-fact will execute and deliver on its behalf an Underwriting Agreement in the form attached as Exhibit 3, which is hereby incorporated herein by reference (the "Underwriting Agreement").

Other than as set forth herein, none of the Reporting Persons, or to the best knowledge and belief of the Reporting Persons, any of the individuals listed on Schedule I, II or III hereto has plans or proposals which relate to or would result in any of the events described by Items 4(a) through 4(j) of Schedule 13D.

6

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

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The percentage interest held by each Reporting Person presented below is based on the number of Shares reported in Quinton's registration statement on Form S-3 (No. 333-114908), filed on April 27, 2004, and as amended on May 20, 2004.

PENAC is the direct beneficial owner of 1,394,024 Shares, representing approximately 11.4% of the Outstanding Shares.

PHUSA may be deemed to beneficially own 1,394,024 Shares, representing approximately 11.4% of the Outstanding Shares.

KPENV may be deemed to beneficially own 1,394,024 Shares, representing approximately 11.4% of the Outstanding Shares.

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

(b) Each Reporting Person has the power to vote or direct the vote and dispose or direct the disposition of the Shares beneficially owned by such Reporting Persons as indicated in pages 2 through 4.

(c) There have been no transactions in the Common Stock effected by the Reporting Persons in the last 60 days.

(d) No other person has the right to receive or the power to direct the

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

receipt of dividends from or proceeds from the sale of Shares.

(e) Not applicable.

7

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

There are no contracts, arrangements, understandings or relationships between the Reporting Persons (or their wholly owned subsidiaries), and to the best knowledge and belief of the Reporting Persons, none of the persons listed on Schedules I, II or III hereto, and other persons with respect to the Shares aside from the Investors' Rights Agreement, the Power of Attorney and the Underwriting Agreement. The Investors' Rights Agreement imposes restrictions on the transfer of shares held by WRH and PENAC, and by any successors in interest to them, including requiring any transferee to agree to be bound by Section 2 of the Investors' Rights Agreement (which section contains the restrictions on transfer) and requiring either that an effective registration statement cover the disposition or that Quinton be notified of the disposition by the transferor and that the transfer not require registration. The Power of Attorney empowers the attorneys-in-fact specified therein to take certain actions to complete the Offering on PENAC's behalf. The Underwriting Agreement will provide for the sale to the underwriters specified therein of the Shares to be sold by PENAC in connection with the Offering.

The foregoing discussion is qualified in its entirety by reference to the Investors' Rights Agreement, the Power of Attorney and the Underwriting Agreement, which are incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit No.	Exhibit Description
1.	Letter Agreement, dated as of February 19, 2002, among PENAC, KPENV and Agilent (incorporated herein by reference to Exhibit 10.2 of the Schedule 13D filed by the Reporting Persons on May 13, 2002).
2.	Investors' Rights Agreement, dated as of May 27, 1998, among Quinton, WRH and HP (incorporated herein by reference to Exhibit 10.3 of the Schedule 13D filed by the Reporting Persons on May 13, 2002).
3.	Form of Underwriting Agreement (incorporated by reference to Exhibit 1.1 of the Registration Statement on Form S-3 (File No. 333-114908) filed by Quinton Cardiology Systems, Inc., as filed with Amendment No. 2 thereto, filed on May 20, 2004).
4.	Form of Power of Attorney.
5.	Joint Filing Agreement, dated as of May 13, 2002, among the Reporting Persons (incorporated herein by reference to Exhibit 99.1 of the Schedule 13D filed by the Reporting Persons on May 13, 2002).

8

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

SIGNATURE

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

Dated: May 24, 2004

KONINKLIJKE PHILIPS ELECTRONICS N.V.

By: /s/ A. Westerlaken

Name: A. Westerlaken
Title: Secretary to the Board of
Management of Koninklijke
Philips Electronics N.V.

PHILIPS HOLDING USA INC.

By: /s/ Wilhelmus C.M. Groenhuysen

Name: Wilhelmus C.M. Groenhuysen
Title: Senior Vice President and CFO

PHILIPS ELECTRONICS NORTH AMERICA
CORPORATION

By: /s/ Wilhelmus C.M. Groenhuysen

Name: Wilhelmus C.M. Groenhuysen
Title: Senior Vice President and CFO

9

SCHEDULE I

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

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

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

Name:	L.C. van Wachem
Business Address:	Koninklijke Philips Electronics N.V. Breitner Centre Amstelplein 2 1096 BC Amsterdam, The Netherlands
Principal Occupation:	Retired. Former Chairman of the Committee of Managing Directors of the Royal Dutch/Shell Group.

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

Citizenship: The Netherlands

Name: W. de Kleuver
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Retired. Former Executive Vice-President
of Koninklijke Philips Electronics N.V.

Citizenship: The Netherlands

Name: J.M. Hessels
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Retired. Former Chief Executive Officer of
Royal Vendex KBB.

Citizenship: The Netherlands

Name: Sir Richard Greenbury
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Retired. Former Chairman and Chief
Executive Officer of Marks & Spencer.

Citizenship: United Kingdom

Name: J.M. Thompson
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Retired. Former Vice Chairman of the Board
of Directors of IBM.

Citizenship: Canada

Name: C.J.A. van Lede
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Retired. Former Chairman of the Board of
Management of Akzo Nobel.

Citizenship: The Netherlands

10

Name: Prof. K.A.L.M. van Miert
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: President of Nyenrode University.

Employer: Nyenrode University
Employer's Address: Straatweg 25
3621 BG Breukelen
The Netherlands

Employer's Principal Business: Higher education

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

Citizenship: Belgium

Name: L. Schweitzer
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Chairman and Chief Executive Officer of la
regie nationale des usines Renault.

Employer: La regie nationale des usines Renault
Employer's Address: 34 Quai du Point du Jour
BP 103 92109
Boulogne Bilancourt
Cedex, France

Employer's Principal Business: Design, manufacture and sale of
automobiles and related businesses

Citizenship: France

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

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

Name: Gerard J. Kleisterlee
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: President and Chief Executive Officer of
Koninklijke Philips Electronics N.V.

Citizenship: The Netherlands

Name: Jan H.M. Hommen
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Vice-Chairman of the Board of Management
and Chief Financial Officer of Koninklijke
Philips Electronics N.V.

Citizenship: The Netherlands

11

Name: Gottfried H. Dutine
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Executive Vice-President, and President
and Chief Executive Officer of the
Consumer Electronics Division, of
Koninklijke Philips Electronics N.V.

Citizenship: Germany

Name: Ad Huijser

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Executive Vice-President and Chief
Technology Officer of Koninklijke Philips
Electronics N.V.

Citizenship: The Netherlands

Name: Andrea Ragnetti

Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Senior Vice President and Chief Marketing
Officer of Koninklijke Philips
Electronics N.V.

Citizenship: Italy

Name: Daniel Hartert

Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Senior Vice President and Chief
Information Officer of Koninklijke
Philips Electronics N.V.

Citizenship: Germany

Name: Tjerk Hooghiemstra

Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Senior Vice-President of Koninklijke
Philips Electronics N.V.

Citizenship: The Netherlands

Name: Scott McGregor

Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Senior Vice President, and President and
CEO of the Semiconductors Division, of
Koninklijke Philips Electronics N.V.

Citizenship: United States

Name: Jouko A. Karvinen

Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands

Principal Occupation: Senior Vice-President, and President and
CEO of the Medical Systems Division, of
Koninklijke Philips Electronics N.V.

Citizenship: Finland

Edgar Filing: QUINTON CARDIOLOGY SYSTEMS INC - Form SC 13D/A

Name: Johan van Splunter
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice President, and President and
CEO of the Domestic Appliances and
Personal Care Division, of Koninklijke
Philips Electronics N.V.
Citizenship: The Netherlands

Name: Frans van Houten
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice President, and CEO of the
Consumer Electronics Business Groups, of
Koninklijke Philips Electronics N.V.
Citizenship: The Netherlands

Name: Barbara Kux
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice President and Chief
Procurement Officer of Koninklijke
Philips Electronics N.V.
Citizenship: Switzerland

Name: Theo van Deursen
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice President, and President and
CEO of the Lighting Division, of
Koninklijke Philips Electronics N.V.
Citizenship: The Netherlands

Name: Rudy Provoost
Business Address: Koninklijke Philips Electronics N.V.
Breitner Centre
Amstelplein 2
1096 BC Amsterdam, The Netherlands
Principal Occupation: Senior Vice President, and CEO of
Consumer Electronics Global Sales and
Services, of Koninklijke Philips
Electronics N.V.
Citizenship: Belgium

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

Schedule II

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

Name: Robert M. Westerhof
 Business Address: Philips Holding USA, Inc.
 1251 Avenue of the Americas
 New York, New York 10020
 Principal Occupation: Director, President and Chief Executive
 Officer of Philips Electronics North
 America Corporation.
 Citizenship: The Netherlands

Name: Sijze W. Plokker
 Business Address: Philips Holding USA, Inc.
 1251 Avenue of the Americas
 New York, New York 10020
 Principal Occupation: Director, Senior Vice President of
 Philips Electronics North America
 Corporation.
 Citizenship: The Netherlands

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

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

Name: Warren T. Oates, Jr.
 Business Address: Philips Holding USA, Inc.
 1251 Avenue of the Americas
 New York, New York 10020
 Principal Occupation: Secretary of Philips Electronics
 North America Corporation.
 Citizenship: United States

Schedule III

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

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

Name: Sijze W. Plokker
 Business Address: Philips Electronics North America Corporation
 1251 Avenue of the Americas
 New York, New York 10020
 Principal Occupation: Director, Senior Vice President of Philips Electronics North America Corporation.
 Citizenship: The Netherlands

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

Name: Thomas B. Patton
 Business Address: Philips Electronics North America Corporation
 1300 I Street N.W., Suite 1070-E
 Washington, D.C. 20005
 Principal Occupation: Vice President of Philips Electronics North America Corporation.
 Citizenship: United States

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

15

Name: Raymond C. Fleming
Business Address: Philips Electronics North America Corporation
1251 Avenue of the Americas
New York, New York 10020
Principal Occupation: Controller of Philips Electronics North America Corporation.
Citizenship: United States

Name: Warren T. Oates, Jr.
Business Address: Philips Electronics North America Corporation
1251 Avenue of the Americas
New York, New York 10020
Principal Occupation: Secretary of Philips Electronics North America Corporation.
Citizenship: United States

16