WIRELESS FACILITIES INC Form SC 13G/A May 24, 2002

> SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

> > _____

SCHEDULE 13G (RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b) (AMENDMENT NO. 2) (1)

WIRELESS FACILITIES, INC.

(Name of Issuer)

COMMON STOCK PAR VALUE \$0.001

(Title of Class of Securities)

97653A103

(CUSIP Number)

MAY 16, 2002

(Date of Event which requires filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

|_| Rule 13d-1(b) |X| Rule 13d-1(c) | Rule 13d-1(d)

(1) 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 the 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).

		Edgar Filing: W	/IRE	LESS FACILITIES INC - Form	SC 130	à/A			
Cusi	p No.	97653A103		13G	Page	2 of 25 pag	jes		
1.		of Reporting Perso . Identification No		f Above Persons (entities					
	Oak Ir 06-155		IX,	Limited Partnership					
2.	Check	the Appropriate Bo	x if	a Member of a Group*					
	(a)	_							
	(b)								
3.	SEC Us	se Only							
4.	Citize	enship or Place of	Orga	nization					
	Delawa								
	umber of Shares		(5)	Sole Voting Power	1,933,	,000 Shares	of	Common	Stock
		lly Owned by Each Person With:	(6)	Shared Voting Power	Not ap	pplicable			
			(7)	Sole Dispositive Power	1,933,	,000 Shares	of	Common	Stock
				Shared Dispositive Power	Not ap	pplicable			
9.	Aggree Person			y Owned by Each Reporting					
	1,933,	000 Shares of Comm	on S	tock					
10.		if the Aggregate A in Shares* _	moun	t in Row (9) Excludes					
11.	Percer	nt of Class Represe	nted	by Amount in Row (9)					
	3.89%								
12.		of Reporting Person							
	PN								

		Edgar Filing: W	IRE	LESS FACILITIES INC - Form	SC 130	}∕A				
Cus	ip No.	97653A103		13G	Page	3 0:	f 25 pag	ges		
1.		of Reporting Persor Identification Nos		f Above Persons (entities						
		ak Associates IX, LI 06-1556230								
2.	Check	the Appropriate Box	: if	a Member of a Group*						
	(a)	_								
	(b)									
3.	SEC Us	se Only								
4.	Citize	enship or Place of C								
	Delawa									
			(5)	Sole Voting Power	Not ap	ppli	cable			
		lly Owned by Each Person With:	(6)	Shared Voting Power	1,933,	,000	Shares	of	Common	Stock
			(7)	Sole Dispositive Power	Not ap	opli	cable			
				Shared Dispositive Power	1,933,	,000	Shares	of	Common	Stock
9.	Aggree Persor			y Owned by Each Reporting						
	1,933,	000 Shares of Commo	on S	tock						
10.		if the Aggregate Am in Shares* _	10un	t in Row (9) Excludes						
11.	Percer	nt of Class Represer	ited	by Amount in Row (9)						
	3.89%									
12.		of Reporting Person*								
	00-LL(2								

	Edgar Filing: V	/IRELESS FACILITIES INC - Form	SC 13G/A	
Cus	ip No. 97653A103	13G	Page 4 of 25 pages	
1.	Names of Reporting Perso I.R.S. Identification No only)	ns s. of Above Persons (entities		
	Oak IX Affiliates Fund - 06-1571899	A, Limited Partnership		
2.	Check the Appropriate Bc	x if a Member of a Group*		
	(a) _			
	(b) X			
3.	SEC Use Only			
4.	Citizenship or Place of	Organization		
	Delaware			
Number of Shares Beneficially Owned by Each Reporting Person With:		 (5) Sole Voting Power (6) Shared Voting Power (7) Sole Dispositive Power (8) Shared Dispositive Power 	Not applicable 46,400 Shares of Common	
 9.	Aggregate Amount Benefic Person	ially Owned by Each Reporting		
	46,400 Shares of Common	Stock		
10.	Check if the Aggregate A Certain Shares* _	mount in Row (9) Excludes		
11.	Percent of Class Represe			
12.	Type of Reporting Person	*		
	PN			

	Edgar Fili	ng: WIRE	ELESS FACILITIES INC - Fo	orm SC 13	BG/A		
Cus	ip No. 97653A103		13G	Page	5 of 25 pa	ges	
1.	Names of Reporting E I.R.S. Identificatio only)		of Above Persons (entities	5			
	Oak IX Affiliates Fu 06-1556229	und, Lim	ited Partnership				
2.	Check the Appropriat	e Box i	f a Member of a Group*				
	(a) _						
	(b) X						
3.	SEC Use Only						
4.	Citizenship or Place	e of Org	anization				
	Delaware						
Number of Shares Beneficially Owned by Each Reporting Person With:		ich (6 (7	 (5) Sole Voting Power (6) Shared Voting Power (7) Sole Dispositive Power (8) Shared Dispositive Power 		00 Shares of applicable 00 Shares of applicable		
9.	Aggregate Amount Ber Person		ly Owned by Each Reporting	J			
	20,600 Shares of Com	mon Sto	ck				
10.	Check if the Aggrega Certain Shares* _		nt in Row (9) Excludes				
11.	Percent of Class Rep	resente	d by Amount in Row (9)				
	0.04%						
12.	Type of Reporting Pe	erson*					
	PN						

	Edgar Filing: V	/IRELESS FACILITIES INC - Form	SC 13G/A	
Cus	ip No. 97653A103	13G	Page 6 of 25 pages	
1.	Names of Reporting Perso I.R.S. Identification No only)	ns s. of Above Persons (entities		
	Oak IX Affiliates, LLC 06-1556233			
2.	Check the Appropriate Bo	x if a Member of a Group*		
	(a) _			
	(b) X			
3.	SEC Use Only			
4.	Citizenship or Place of	Organization		
	Delaware			
Number of Shares Beneficially Owned by Each Reporting Person With:		 (5) Sole Voting Power (6) Shared Voting Power (7) Sole Dispositive Power (8) Shared Dispositive Power 	67,000 Shares of Common S Not applicable	
				COCK
9.	Aggregate Amount Benefic Person	ially Owned by Each Reporting		
	67,000 Shares of Common	Stock		
10.	Check if the Aggregate A Certain Shares* _	mount in Row (9) Excludes		
11.	Percent of Class Represe	nted by Amount in Row (9)		
	0.14%			
12.	Type of Reporting Person	*		
	00-LLC			

		Edgar Filing: V	/IRE	LESS FACILITIES INC - Form	SC 13G/A			
Cus	ip No.	97653A103		13G	Page 7 of 25	pages	,	
1.		of Reporting Perso Identification No		f Above Persons (entities				
	Oak In 06-160	nvestment Partners 01019	X, L	imited Partnership			-	
2.	Check	the Appropriate Bc	x if	a Member of a Group*				
	(a)	1_1						
	(b)							
3.	SEC Us	se Only					-	
4.	Citize	enship or Place of	Orga	nization				
	Delawa	-						
	umber of Shares eneficially Owned by Each		(5)	Sole Voting Power	8,877,604 Shar	es of	Common	Stock
			(6)	Shared Voting Power	Not applicable	ž		
			(7)	Sole Dispositive Power	8,877,604 Shar	es of	Common	Stock
			(8)	Shared Dispositive Power	Not applicable	è		
9.	Aggreo Person		iall	y Owned by Each Reporting				
	8,877,	,604 Shares of Comm	on S	tock			-	
10.		if the Aggregate A in Shares* _	moun	t in Row (9) Excludes			-	
11.	Percer	nt of Class Represe	nted	by Amount in Row (9)				
	15.699						-	
12.	Туре о	of Reporting Person	*					
	PN							

		Edgar Filing: W	/IRE	LESS FACILITIES INC - Form	n SC 130	à/A			
Cus	ip No.	97653A103		13G	Page	8 of 25	pages		
1.		of Reporting Perso Identification No		f Above Persons (entities					
	Oak A: 06-163	ssociates X, LLC 30661							
2.	Check	the Appropriate Bo	x if	a Member of a Group*					
	(a)	1_1							
	(b)								
3.	SEC U	se Only							
4.	Citize	enship or Place of	Orga	nization					
	Delawa								
			(5)	Sole Voting Power	Not ap	plicabl	e		
		lly Owned by Each Person With:	(6)	Shared Voting Power	8,877,	604 Sha	ares of	Common	Stock
			(7)	Sole Dispositive Power	Not ap	plicabl	e		
			(8)	Shared Dispositive Power	8,877,	604 Sha	ares of	Common	Stock
9.	Aggred Person		iall	y Owned by Each Reporting					
	8,877	,604 Shares of Comm	on S	tock					
10.		if the Aggregate A in Shares* _	moun	t in Row (9) Excludes					
11.	Perce	nt of Class Represe	nted	by Amount in Row (9)					
	15.69								
12.		of Reporting Person							
	00-LL	C							

	Edgar Filing: W	IRELESS FACILITIES INC - Form	SC 13G/A		
Cusip No. 9	97653A103	13G	Page 9 of 25 pa	ages	
	of Reporting Persor Identification Nos	ns 5. of Above Persons (entities			
Oak X A 06-1622	Affiliates Fund, Li 2220	-			
2. Check t	the Appropriate Box	x if a Member of a Group*			
(a)	_				
(b)					
3. SEC Use					
4. Citizer	nship or Place of (
Delawar					
Number of Shares Beneficially Owned by Each Reporting Person With:		(5) Sole Voting Power(6) Shared Voting Power	142,466 Shares o Not applicable	of Common	Stock
		(7) Sole Dispositive Power	142,466 Shares o	of Common	Stock
		(8) Shared Dispositive Power	Not applicable		
9. Aggrega Person	ate Amount Benefici	ally Owned by Each Reporting.			
142,466	5 Shares of Common	Stock			
	f the Aggregate An Shares* _	nount in Row (9) Excludes			
11. Percent	of Class Represer	ted by Amount in Row (9)			
0.30%					
12. Type of	Reporting Person*	r.			
PN					

	Edgar Filing	: WIRELESS FACILITIES INC - Fo	orm SC 13G/A		
Cus	ip No. 97653A103	13G	Page 10 of 25 page	S	
1.	Names of Reporting Per I.R.S. Identification only)	rsons Nos. of Above Persons (entities	S		
	Oak X Affiliates, LLC 06-1630662			_	
2.	Check the Appropriate	Box if a Member of a Group*			
	(a) _				
	(b) X			_	
3.	SEC Use Only				
4.	Citizenship or Place o	of Organization			
	Delaware			_	
Number of Shares Beneficially Owned by Each					
Repo	orting Person With:			Common	Stock
		(7) Sole Dispositive Power(8) Shared Dispositive Power		Common	Stock
9.	Aggregate Amount Benef Person	ficially Owned by Each Reporting	g	-	
	142,466 Shares of Comm	non Stock		_	
10.	Check if the Aggregate Certain Shares* _	e Amount in Row (9) Excludes		-	
11.	Percent of Class Repre	esented by Amount in Row (9)			
	0.30%			_	
12.	Type of Reporting Pers	son*			
	OO-LLC				
				-	

		Edgar Filing: W	/IRE	LESS FACILITIES INC - Form	SC 13G/A				
Cus	ip No.	97653A103		13G	Page 11 of	25 page	s		
1.		of Reporting Perso . Identification No		f Above Persons (entities					
	Oak Ma 06-099								
2.	Check	the Appropriate Bo	x if	a Member of a Group*					
	(a)	1_1							
	(b)								
3.	SEC US	se Only							
4.	Citize	enship or Place of	Orga	nization					
	Delawa								
			(5)	Sole Voting Power	Not applica	ble			
		lly Owned by Each Person With:	(6)	Shared Voting Power	11,020,070	Shares	of	Common	Stock
			(7)	Sole Dispositive Power	Not applica	ble			
				Shared Dispositive Power	11,020,070	Shares	of	Common	Stock
9.	Aggree Person	gate Amount Benefic		y Owned by Each Reporting					
),070 Shares of Com	mon	Stock					
10.		if the Aggregate A in Shares* _	moun	t in Row (9) Excludes					
11.	Percei	nt of Class Represe	nted	by Amount in Row (9)					
	18.779								
12.	Туре о	of Reporting Person	*						
	СО								

		Edgar Filing: V	IRELESS FACILITI	ES INC - Form	SC 13G/A
Cusi	p No.	97653A103	13G		Page 12 of 25 pages
		of Reporting Persc Identification Nc		s (entities	
		L. Carano			
2.		the Appropriate Bc			
	(a)	1_1			
	(b)				
3.	SEC Us	se Only			
4.	Citize	enship or Place of	Organization		
	United	l States			
		Shares lly Owned by Each	(5) Sole Voting P	ower	5,582 Shares of Common Stock
		Person With:	(6) Shared Voting	Power	11,020,070 Shares of Common Stock
			(7) Sole Disposit	ive Power	5,582 Shares of Common Stock
					11,020,070 Shares of Common Stock
	Aggreo Person	gate Amount Benefic	ially Owned by Eac		
	11,025	5,652 Shares of Com	mon Stock		
		if the Aggregate A In Shares* _	mount in Row (9) E		
11.	Percei	nt of Class Represe	nted by Amount in	Row (9)	
	18.789	5			
12.	Туре о	of Reporting Person	*		
	IN				
		SEE IN	STRUCTIONS BEFORE	FILLING OUT!	

1.	Names of Reporting Perso I.R.S. Identification No only)				
	Gerald R. Gallagher				
2.	Check the Appropriate Bo	x if a Member of a Group*			
	(a) _				
	(b) X				
3.	SEC Use Only				
4.	Citizenship or Place of	Organization			
	United States				
Num	ber of Shares	(5) Sole Voting Power	Not applicable		
	eficially Owned by Each orting Person With:	(6) Shared Voting Power	2,000,000 Shares of	Common	Stock
		(7) Sole Dispositive Power	Not applicable		
		(8) Shared Dispositive Power	2,000,000 Shares of	Common	Stock
9.		ially Owned by Each Reporting			
	2,000,000 Shares of Comm	on Stock			
10.	Check if the Aggregate A Certain Shares* _	mount in Row (9) Excludes			
11.	Percent of Class Represe	nted by Amount in Row (9)			
	4.02%				
12.	Type of Reporting Person	*			
	IN				
	SEE IN	STRUCTIONS BEFORE FILLING OUT!			

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1.	Names of Reporting Perso I.R.S. Identification No only)	ons os. of Above Persons (entities			
	Edward F. Glassmeyer				
2.	Check the Appropriate Box if a Member of a Group*				
	(a) _				
	(b) X				
3.	SEC Use Only				
4.	Citizenship or Place of Organization				
	United States				
Numl	ber of Shares	(5) Sole Voting Power	Not applicable		
	eficially Owned by Each orting Person With:	(6) Shared Voting Power	11,020,070 Shares o	f Common	Stock
		(7) Sole Dispositive Power	Not applicable		
		(8) Shared Dispositive Power		f Common	Stock
	Aggregate Amount Beneficially Owned by Each Reporting Person				
	11,020,070 Shares of Com	mon Stock			
<pre>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* _ </pre>					
11.	Percent of Class Represe	ented by Amount in Row (9)			
	18.77%				
12.	Type of Reporting Person	*			
	IN				
	SEE IN	STRUCTIONS BEFORE FILLING OUT!			

Cusip No. 97653A103

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	Edgar Filing: W	IRELESS FACILITIES INC - Forr	n SC 13G/A		
1.	Names of Reporting Person I.R.S. Identification Nos only)	ns s. of Above Persons (entities			
	Fredric W. Harman				
2.	Check the Appropriate Bo	x if a Member of a Group*			
	(a) _				
	(b) X				
3.	SEC Use Only				
4.	Citizenship or Place of Organization				
	United States				
		(5) Sole Voting Power	Not applicable		
	eficially Owned by Each orting Person With:	(6) Shared Voting Power	11,020,070 Shares o	f Common	Stock
		(7) Sole Dispositive Power	Not applicable		
		(8) Shared Dispositive Power		f Common	Stock
		ially Owned by Each Reporting			
	11,020,070 Shares of Comr				
10.	0. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* _				
11.	Percent of Class Represen	nted by Amount in Row (9)			
	18.77%				
12.	Type of Reporting Person ³	*			
	IN				
	SEE INS	STRUCTIONS BEFORE FILLING OUT!			

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1. Names of Reporting Persons

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		Edgar Filing:	WIRELESS FACILITIES INC	- Form SC 13G/A	
	I.R.S. only)	Identification N	los. of Above Persons (enti	ties	
		Lamont			
2.	Check	the Appropriate E	Box if a Member of a Group*		
	(a)	1_1			
	(b)				
3.	SEC Us				
4.	Citizenship or Place of Organization				
	United	l States			
		Shares	(5) Sole Voting Power	Not applicable	
	Beneficially Owned by Each Reporting Person With:		(6) Shared Voting Power	11,020,070 Shares o	f Common Stock
			(7) Sole Dispositive Pow	er Not applicable	
			(8) Shared Dispositive P	ower 11,020,070 Shares o	f Common Stock
9.			cially Owned by Each Repor	ting	
	11,020	,070 Shares of Co	ommon Stock		
10.		if the Aggregate .n Shares* _	Amount in Row (9) Excludes		
11.	Percen	nt of Class Repres	sented by Amount in Row (9)		
	18.77%				
12.	Туре с	of Reporting Perso	on*		
	IN				
		SEE 1	NSTRUCTIONS BEFORE FILLING	OUT!	
Cus	ip No.	97653A103	13G	Page 17 of 25 pages	
1.	Names	of Reporting Pers	sons		

I.R.S. Identification Nos. of Above Persons (entities

only)				
David B. Walrod				
2. Check the Appropriate Bo	x if a Member of a Group*			
(b) X				
3. SEC Use Only			-	
4. Citizenship or Place of	. Citizenship or Place of Organization			
United States				
Number of Shares Beneficially Owned by Each	(5) Sole Voting Power	Not applicable		
Reporting Person With:	(6) Shared Voting Power	9,020,070 Shares of	Common	Stock
	(7) Sole Dispositive Power	Not applicable		
	(8) Shared Dispositive Power	9,020,070 Shares of	Common	Stock
 9. Aggregate Amount Beneficially Owned by Each Reporting Person 9,020,070 Shares of Common Stock 				
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* _				
11. Percent of Class Represe	nted by Amount in Row (9)			
15.90%				
12. Type of Reporting Person*				
SEE INSTRUCTIONS BEFORE FILLING OUT!				
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Schedule 13G Amendment No. 2* Common Stock Par Value \$0.001

CUSIP No. 97653A103

- ITEM 1(a) NAME OF ISSUER: Wireless Facilities, Inc.
- ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 4810 Eastgate Mall San Diego, California 92121
- ITEM 2(a) NAME OF PERSON FILING:

Oak Investment Partners IX, Limited Partnership* Oak Associates IX, LLC* Oak IX Affiliates Fund - A, Limited Partnership* Oak IX Affiliates Fund, Limited Partnership* Oak IX Affiliates, LLC* Oak Investment Partners X, Limited Partnership Oak Associates X, LLC Oak X Affiliates Fund, Limited Partnership Oak X Affiliates, LLC Oak Management Corporation Bandel L. Carano Gerald R. Gallagher* Edward F. Glassmeyer Fredric W. Harman Ann H. Lamont David B. Walrod

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* New Reporting Entity

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Oak Management Corporation One Gorham Island Westport, Connecticut 06880

ITEM 2(c) CITIZENSHIP:

Please refer to Item 4 on each cover sheet for each filing person.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common stock, par value \$0.001 per share

ITEM 2(e) CUSIP NUMBER: 97653A103

ITEM 3 Not applicable

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ITEM 4 OWNERSHIP.

On May 16, 2002, Oak Investment Partners X, Limited Partnership ("Oak Investment X"), Oak X Affiliates Fund, Limited Partnership ("Oak Affiliates X"), Oak Investment Partners IX, Limited Partnership ("Oak Investment IX"), Oak IX Affiliates Fund-A, Limited Partnership ("Oak Affiliates-A IX") and Oak IX Affiliates Fund, Limited Partnership ("Oak Affiliates IX") entered into a preferred stock purchase agreement with the Issuer and other investors in connection with a private placement of Series B Preferred Stock by the Issuer.

Pursuant to such agreement the Oak Entities have agreed to purchase an aggregate of \$20 million of shares of Series B Preferred Stock. Each share of Series B Preferred Stock is initially convertible into one hundred shares of common stock, subject to further adjustment. Under the terms of the preferred stock purchase agreement, the closing of the private placement shall occur no later than May 30, 2002.

The Reporting Entities are filing this Amendment No. 2 to reflect the addition of the new Reporting Entities listed in Item 2 and to disclose the pending, unconsummated transaction described in the previous paragraph.

The approximate percentages of shares of common stock reported as beneficially owned by the Reporting Entities is based upon 47,696,011 shares of common stock outstanding as of May 10, 2002, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2002, plus shares issuable upon exercise of options to acquire common stock and upon the conversion of Series A Preferred Stock and Series B Preferred Stock as described herein.

Amounts shown as beneficially owned by each of Oak Investment X, Oak Associates X, LLC, Oak Management Corporation ("Oak Management"), Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable options to purchase 19,684 shares of common stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Investment X, (ii) the 6,263,200 shares of common stock into which the shares of Series A Preferred Stock held by Oak Investment X may be converted, (iii) the 626,320 shares of common stock into which the shares of Series A Preferred Stock to be received by Oak Investment X in connection with the private placement described above may be converted, and (iv) the 1,968,400 shares of common stock into which the shares of Series B Preferred Stock to be purchased in the private placement described above by Oak Investment X may be converted.

Amounts shown as beneficially owned by each of Oak Affiliates X, Oak X Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, Ann H. Lamont and David B. Walrod include (i) currently exercisable options to purchase 316 shares of common stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak Affiliates X, (ii) the 100,500 shares of common stock into which the shares of Series A Preferred Stock held by Oak Affiliates X may be converted, (iii) the 10,500 shares of common stock into which the shares of Series A Preferred Stock to be received by Oak Affiliates X in connection with the private placement described above may be converted, and (iv) the 31,600 shares of common stock into which the shares of Series B Preferred Stock to be purchased in the private placement described above by Oak Affiliates X may be converted.

Amounts shown as beneficially owned by each of Oak Investment IX, Oak Associates IX, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the 1,933,000 shares of common stock into which the shares of Series B Preferred Stock to be purchased in the private placement described above by Oak Investment IX may be converted.

Cusip No. 97653A103

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Amounts shown as beneficially owned by each of Oak Affiliates-A IX, Oak IX Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the 46,400 shares of common stock into which the shares of Series B Preferred Stock to be purchased in the private placement described above by Oak Affiliates-A IX may be

converted.

Amounts shown as beneficially owned by each of Oak Affiliates IX, Oak IX Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the 20,600 shares of common stock into which the shares of Series B Preferred Stock to be purchased in the private placement described above by Oak Affiliates IX may be converted.

Amounts shown as beneficially owned by Bandel L. Carano include 5,582 shares of common stock held by Mr. Carano.

By making this filing, the Reporting Entities acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Entity disclaims the existence of a "group" and disclaims beneficial ownership of all shares of common stock or securities convertible into or exercisable for common stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10 CERTIFICATIONS.

Not applicable

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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.

SIGNATURE:

Dated: May 24, 2002

Entities:

Oak Investment Partners IX, Limited Partnership Oak Associates IX, LLC Oak IX Affiliates Fund - A, Limited Partnership Oak IX Affiliates Fund, Limited Partnership Oak IX Affiliates, LLC Oak Investment Partners X, Limited Partnership Oak Associates X, LLC Oak X Affiliates Fund, Limited Partnership Oak X Affiliates, LLC Oak Management Corporation By: /s/ EDWARD F. GLASSMEYER _____ _____ Edward F. Glassmeyer, as General Partner or Managing Member or as Attorney-in-fact for the above-listed entities Individuals: Bandel L. Carano Gerald R. Gallagher Edward F. Glassmeyer Fredric W. Harman Ann H. Lamont David B. Walrod By: /s/ EDWARD F. GLASSMEYER _____ Edward F. Glassmeyer, Individually and as Attorney-in-fact for the above-listed individuals Cusip No. 97653A103 13G Page 22 of 25 pages INDEX TO EXHIBITS PAGE Agreement of Reporting Persons 23 EXHIBIT A Power of Attorney with respect to: EXHIBIT B Oak Investment Partners IX, Limited Partnership Oak Associates IX, LLC Oak IX Affiliates Fund - A, Limited Partnership Oak IX Affiliates Fund, Limited Partnership Oak IX Affiliates, LLC 24 (Power of attorney with respect to all other Reporting Entities previously filed.)