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SKILLSOFT PUBLIC LIMITED CO
Form SC 13D/A
November 03, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 1)

Under the Securities Exchange Act of 1934*

Skillsoft PLC

(Name of Issuer)

American Depositary Shares
Each representing an Ordinary Share, par value (euro)0.11 per share

(Title of Class of Securities)

830928107

(CUSIP Number)

Scott A. Arenare, Esq.
Managing Director and General Counsel
Warburg Pincus LLC
466 Lexington Avenue
New York, New York 10017
(212) 878-0600

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

Copies to:

Steven J. Gartner, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

November 2, 2006

(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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-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 240.13d-7 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

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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).

SCHEDULE 13D

CUSIP No. 830928107

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION

Warburg, Pincus Ventures, L.P. I.R.S. #13-3784037

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
8 SHARED VOTING POWER

9,821,163

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

9,821,163

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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9,821,163

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	9.1%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

SCHEDULE 13D

 CUSIP No. 830928107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION	
	Warburg Pincus Partners LLC	I.R.S. #13-4069737
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		10,177,986
	9	SOLE DISPOSITIVE POWER
		0

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		10,177,986	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		10,177,986	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	10,177,986		

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.4%		

14	TYPE OF REPORTING PERSON (See Instructions)		
	PN		

SCHEDULE 13D

CUSIP No. 830928107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION	
	Warburg Pincus LLC	I.R.S. #13-3536050

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) [X]

3	SEC USE ONLY	

4	SOURCE OF FUNDS (See Instructions)	
	N/A	

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION	

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New York

	7	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	10,177,986
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	10,177,986
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	10,177,986		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.4%		
14	TYPE OF REPORTING PERSON (See Instructions)		
	OO		

SCHEDULE 13D

CUSIP No. 830928107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION	
	Charles R. Kaye	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	

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N/A

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
	7 SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER	10,177,986
	9 SOLE DISPOSITIVE POWER	0
	10 SHARED DISPOSITIVE POWER	10,177,986
	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	10,177,986
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	9.4%
14	TYPE OF REPORTING PERSON (See Instructions)	IN

SCHEDULE 13D

CUSIP No. 830928107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION Joseph P. Landy	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) [X]

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3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		10,177,986
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		10,177,986
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		10,177,986
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		9.4%
14	TYPE OF REPORTING PERSON (See Instructions)	
		IN

This Amendment No. 1 to Schedule 13D (the "Amendment No. 1") amends the Schedule 13D originally filed on September 16, 2002 (the "Original 13D"), filed on behalf of Warburg, Pincus Ventures, L.P., a Delaware limited partnership ("WPV"), Warburg Pincus & Co., a New York general partnership ("WP"), and Warburg Pincus LLC, a New York limited liability company ("WP LLC"). This Amendment No. 1 relates to the American Depositary Shares, each representing one Ordinary Share, par value (euro)0.11 per share, of Skillsoft PLC, a public limited liability company organized under the laws of the Republic of Ireland,

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formerly known as Smartforce PLC (the "Company").

Item 1. Security and Issuer.

Item 1 of the Original 13D is hereby amended and restated in its entirety as follows:

This statement on Schedule 13D relates to the American Depositary Shares, each representing one Ordinary Share, par value (euro)0.11 per share, of the Company (the "ADSs"). The address of the principal executive offices of the Company is 107 Northeastern Boulevard, Nashua, New Hampshire 03062.

Item 2 Identity and Background.

Item 2(a) of the Original 13D is hereby amended and restated in its entirety as follows:

(a) This statement is filed by WPV, WP, WP LLC, Warburg Pincus Partners LLC, a New York limited liability company ("WPP LLC"), Mr. Charles R. Kaye and Mr. Joseph P. Landy (collectively, the "Reporting Persons"). The Reporting Persons are deemed to be a group within the meaning of Rule 13d-5. WPP LLC, a direct subsidiary of WP, is the sole general partner of WPV. WP LLC manages WPV. Messrs. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and Co-President and Managing Member of WP LLC. The agreement among the Reporting Persons to file this Schedule 13D jointly in accordance with Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is attached hereto as Exhibit 1. The general partners of WP and the members of WP LLC, and their respective business addresses and principal occupations, are set forth on Schedule I hereto.

Item 2(c) of the Original 13D is hereby amended to add the following:

The principal business of WPP LLC is acting as general partner of WPV and certain other private equity funds. The principal business of each of Mr. Kaye and Mr. Landy is acting as a Managing General Partner of WP and Co-President and Managing Member of WP LLC.

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

Item 3 of the Original 13D is hereby amended to add the following:

On October 30, 2006 and October 31, 2006, WPV sold an aggregate of 1,080,000 ADSs (the "Sale"), with such amount representing less than 1% of the total ADSs outstanding based on 108,193,405 ADSs outstanding as of August 31, 2006 as disclosed in the Company's Quarterly Report on Form 10-Q for the period ended July 31, 2006, in brokers' transactions or in transactions directly with a market maker pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended. WPV received an aggregate of \$6,851,940.00 in gross proceeds from the Sale.

On November 2, 2006, WPV distributed an aggregate of 2,378,821 ADSs to its limited partners and to WPP LLC on a pro rata basis (the "Distribution"), with such limited partners and WPP LLC receiving 2,021,998 and 356,823 ADSs, respectively. WPV received no proceeds from the Distribution.

Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) of the Original 13D are hereby amended and restated in

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their entirety as follows:

(a) WPV is the direct record owner of 9,821,163 ADSs, representing approximately 9.1% of the outstanding ADSs based on a total of 108,193,405 ADSs outstanding as of August 31, 2006, as disclosed in the Company's Quarterly Report on Form 10-Q for the period ended July 31, 2006. WPP LLC is the direct record owner of 356,823 ADSs. Due to their respective relationships with WPV, as of November 3, 2006, each of the other Reporting Persons may be deemed to beneficially own, in the aggregate, 10,177,986 ADSs representing approximately 9.4% of the outstanding ADSs.

Each of WPV, WP, WP LLC, WPP LLC, Mr. Kaye and Mr. Landy disclaim beneficial ownership of all ADSs, except to the extent of any pecuniary interest therein.

(b) WPV has the power to vote or to direct the vote and to dispose or to direct the disposition of the 9,821,163 ADSs. Each of the other Reporting Persons shares the power to vote or to direct the vote and to dispose or to direct the disposition of the 10,177,986 ADSs they may be deemed to beneficially own as of November 3, 2006.

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SIGNATURES

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

Dated: November 3, 2006

WARBURG, PINCUS VENTURES, L.P.
By: Warburg Pincus Partners LLC
its General Partner
By: Warburg Pincus & Co.,
its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: November 3, 2006

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: November 3, 2006

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Member

Dated: November 3, 2006

WARBURG PINCUS PARTNERS, LLC
By: Warburg Pincus & Co.,
its Managing Member

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By: /s/ Scott A. Arenare

 Name: Scott A. Arenare
 Title: Partner

Dated: November 3, 2006

By: /s/ Scott A. Arenare

 Name: Charles R. Kaye
 By: Scott A. Arenare, Attorney-in-Fact*

Dated: November 3, 2006

By: /s/ Scott A. Arenare

 Name: Joseph P. Landy
 By: Scott A. Arenare, Attorney-in-Fact**

* Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

** Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

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SCHEDULE I

Schedule I of the Original 13D is hereby amended and restated in its entirety as follows:

Set forth below is the name, position and present principal occupation of each of the general partners of Warburg Pincus & Co. ("WP") and members of Warburg Pincus LLC ("WP LLC"). Warburg Pincus Partners LLC, a direct subsidiary or WP, is the sole general partner of Warburg, Pincus Ventures, L.P. ("WPV"). WP LLC manages WPV. Except as otherwise indicated, the business address of each of such persons is 466 Lexington Avenue, New York, New York 10017, and each of such persons is a citizen of the United States.

GENERAL PARTNERS OF WP

PRESENT PRINCIPAL OCCUPATION IN ADDITION	
TO POSITION WITH WP, AND POSITIONS	
NAME	WITH THE REPORTING ENTITIES

Joel Ackerman	Partner of WP; Member and Managing Director of WP LLC
Scott A. Arenare	Partner of WP; Member and Managing Director of WP LLC

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David Barr	Partner of WP; Member and Managing Director of WP LLC
Harold Brown	Partner of WP; Member and Managing Director of WP LLC
Sean D. Carney	Partner of WP; Member and Managing Director of WP LLC
Mark Colodny	Partner of WP; Member and Managing Director of WP LLC
David A. Coulter	Partner of WP; Member and Managing Director of WP LLC
Timothy J. Curt	Partner of WP; Member and Managing Director of WP LLC
W. Bowman Cutter	Partner of WP; Member and Managing Director of WP LLC
Cary J. Davis	Partner of WP; Member and Managing Director of WP LLC
David W. Dorman	Partner of WP; Member and Managing Director of WP LLC
Michael Graff	Partner of WP; Member and Managing Director of WP LLC
Patrick T. Hackett	Partner of WP; Member and Managing Director of WP LLC
Jeffrey A. Harris	Partner of WP; Member and Managing Director of WP LLC
Stewart J. Hen	Partner of WP; Member and Managing Director of WP LLC
William H. Janeway	Partner of WP; Member and Vice Chairman of WP LLC
Julie A. Johnson Staples	Partner of WP; Member and Managing Director of WP LLC
Chansoo Joung	Partner of WP; Member and Managing Director of WP LLC
Peter R. Kagan	Partner of WP; Member and Managing Director of WP LLC
Charles R. Kaye	Managing General Partner of WP; Managing Member and Co-President of WP LLC
Henry Kressel	Partner of WP; Member and Managing Director of WP LLC
Kevin Kruse	Partner of WP; Member and Managing Director of WP LLC
Joseph P. Landy	Managing General Partner of WP; Managing Member and Co-President of WP LLC
Sidney Lapidus	Partner of WP; Member and Managing Director of WP LLC
Kewsong Lee	Partner of WP; Member and Managing Director of WP LLC
Jonathan S. Leff	Partner of WP; Member and Managing Director of WP LLC
Philip Mintz	Partner of WP; Member and Managing Director of WP LLC
Rodman W. Moorhead III	Partner of WP; Member and Managing Director of WP LLC
James Neary	Partner of WP; Member and Managing Director of WP LLC

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Bilge Ogut	Partner of WP; Member and Managing Director of WP LLC
Dalip Pathak	Partner of WP; Member and Managing Director of WP LLC
Lionel I. Pincus	Partner of WP; Member and Chairman of WP LLC
Michael F. Profenius	Partner of WP; Member and Managing Director of WP LLC
Stan Raatz	Partner of WP; Member and Managing Director of WP LLC
Henry B. Schacht	Partner of WP; Member and Managing Director of WP LLC
Steven G. Schneider	Partner of WP; Member and Managing Director of WP LLC
Mimi Strouse	Partner of WP; Member and Managing Director of WP LLC
Patrick Sullivan	Partner of WP; Member and Managing Director of WP LLC
Barry Taylor	Partner of WP; Member and Managing Director of WP LLC
Christopher H. Turner	Partner of WP; Member and Managing Director of WP LLC
John L. Vogelstein	Partner of WP; Member and Vice Chairman of WP LLC
John R. Vrolyk	Partner of WP; Member and Managing Director of WP LLC
Elizabeth H. Weatherman	Partner of WP; Member and Managing Director of WP LLC
David J. Wenstrup	Partner of WP; Member and Managing Director of WP LLC

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Rosanne Zimmerman	Partner of WP; Member and Managing Director of WP LLC
Pincus & Company LLC*	
WP & Co. Partners, L.P.**	
Warburg Pincus VP Partnership, L.P.***	

* New York limited liability company; primary activity is ownership interest in WP and WP LLC

** New York limited partnership; primary activity is ownership interest in WP

*** Delaware limited partnership; primary activity is ownership interest in WP

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MEMBERS OF WP LLC

NAME	PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP LLC, AND POSITIONS WITH THE REPORTING ENTITIES
Joel Ackerman	Member and Managing Director of WP LLC; Partner of WP
Scott A. Arenare	Member and Managing Director of WP LLC; Partner of WP
David Barr	Member and Managing Director of WP LLC; Partner of WP
Harold Brown	Member and Managing Director of WP LLC; Partner of WP
Sean D. Carney	Member and Managing Director of WP LLC; Partner of WP
Stephen John Coates (1)	Member and Managing Director of WP LLC
Mark Colodny	Member and Managing Director of WP LLC; Partner of WP
David A. Coulter	Member and Managing Director of WP LLC; Partner of WP
Timothy J. Curt	Member and Managing Director of WP LLC; Partner of WP
W. Bowman Cutter	Member and Managing Director of WP LLC; Partner of WP
Cary J. Davis	Member and Managing Director of WP LLC; Partner of WP
David W. Dorman	Member and Managing Director of WP LLC; Partner of WP
Rajiv Ghatalia (2)	Member and Managing Director of WP LLC
Michael Graff	Member and Managing Director of WP LLC; Partner of WP
Patrick T. Hackett	Member and Managing Director of WP LLC; Partner of WP
Jeffrey A. Harris	Member and Managing Director of WP LLC; Partner of WP
Stewart J. Hen	Member and Managing Director of WP LLC; Partner of WP
William H. Janeway	Member and Vice Chairman of WP LLC; Partner of WP
Julie A. Johnson Staples	Member and Managing Director of WP LLC; Partner of WP
Chansoo Joung	Member and Managing Director of WP LLC; Partner of WP
Peter R. Kagan	Member and Managing Director of WP LLC; Partner of WP
Charles R. Kaye	Managing Member and Co-President of WP LLC; Managing G
Rajesh Khanna (2)	Member and Managing Director of WP LLC

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Henry Kressel	Member and Managing Director of WP LLC; Partner of WP
Kevin Kruse	Member and Managing Director of WP LLC; Partner of WP
Joseph P. Landy	Managing Member and Co-President of WP LLC; Managing General Partner of WP
Sidney Lapidus	Member and Managing Director of WP LLC; Partner of WP
Kewsong Lee	Member and Managing Director of WP LLC; Partner of WP
Jonathan S. Leff	Member and Managing Director of WP LLC; Partner of WP
Jeff Leng (3)	Member and Managing Director of WP LLC
David Li (4)	Member and Managing Director of WP LLC
Nicholas J. Lowcock (1)	Member and Managing Director of WP LLC
Philip Mintz	Member and Managing Director of WP LLC; Partner of WP
Rodman W. Moorhead III	Member and Managing Director of WP LLC; Partner of WP
James Neary	Member and Managing Director of WP LLC; Partner of WP
Bilge Ogut	Member and Managing Director of WP LLC; Partner of WP
Dalip Pathak	Member and Managing Director of WP LLC; Partner of WP
Lionel I. Pincus	Member and Chairman of WP LLC; Partner of WP
Pulak Chandan Prasad (2)	Member and Managing Director of WP LLC
Michael F. Profenius	Member and Managing Director of WP LLC; Partner of WP
Stan Raatz	Member and Managing Director of WP LLC; Partner of WP
Henry B. Schacht	Member and Managing Director of WP LLC; Partner of WP
Steven G. Schneider	Member and Managing Director of WP LLC; Partner of WP
Joseph C. Schull (5)	Member and Managing Director of WP LLC
Mimi Strouse	Member and Managing Director of WP LLC; Partner of WP
Patrick Sullivan	Member and Managing Director of WP LLC; Partner of WP
Chang Q. Sun (4)	Member and Managing Director of WP LLC
Barry Taylor	Member and Managing Director of WP LLC; Partner of WP
Christopher H. Turner	Member and Managing Director of WP LLC; Partner of WP
Simon Turton (1)	Member and Managing Director of WP LLC

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John L. Vogelstein Member and Vice Chairman of WP LLC; Partner of WP

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John R. Vrolyk Member and Managing Director of WP LLC; Partner of WP

Elizabeth H. Weatherman Member and Managing Director of WP LLC; Partner of WP

David J. Wenstrup Member and Managing Director of WP LLC; Partner of WP

Peter Wilson (1) Member and Managing Director of WP LLC

Jeremy S. Young (1) Member and Managing Director of WP LLC

Rosanne Zimmerman Member and Managing Director of WP LLC; Partner of WP

Pincus & Company LLC*

- (1) Citizen of United Kingdom
- (2) Citizen of India
- (3) Citizen of China
- (4) Citizen of Hong Kong
- (5) Citizen of Canada

* New York limited liability company; primary activity is ownership interest in WP and WP LLC

As of October 1, 2006

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