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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. 1)(1)

Wireless Facilities, Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.001 per share

-----  
(Title of Class of Securities)

33385515

-----  
(CUSIP Number)

December 31, 2001

-----  
(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)  
 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 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).

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

Oak Investment Partners VIII, Limited Partnership  
06-1522124

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
5 SOLE VOTING POWER

0 Shares of Common Stock

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

6 SHARED VOTING POWER

Not applicable

-----  
7 SOLE DISPOSITIVE POWER

0 Shares of Common Stock

WITH

8 SHARED DISPOSITIVE POWER

Not applicable

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON\*

PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON

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

Oak Associates VIII, LLC  
06-1523705

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not applicable

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

0 Shares of Common Stock

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

Not applicable

8 SHARED DISPOSITIVE POWER

0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON\*

OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Oak VIII Affiliates Fund, Limited Partnership  
06-1528836

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

5 SOLE VOTING POWER  
0 Shares of Common Stock

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
Not applicable

7 SOLE DISPOSITIVE POWER  
0 Shares of Common Stock

8 SHARED DISPOSITIVE POWER  
Not applicable

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
0.0%

12 TYPE OF REPORTING PERSON\*  
  
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Oak VIII Affiliates, LLC  
06-1531129

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

5 SOLE VOTING POWER  
Not applicable

NUMBER OF SHARES BENEFICIALLY

6 SHARED VOTING POWER  
0 Shares of Common Stock

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
7 SOLE DISPOSITIVE POWER  
Not applicable  
8 SHARED DISPOSITIVE POWER  
0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12 TYPE OF REPORTING PERSON\*  
OO-LLC

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Oak Management Corporation  
06-0990851

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

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
Not applicable

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
6 SHARED VOTING POWER  
0 Shares of Common Stock

7 SOLE DISPOSITIVE POWER  
Not applicable  
8 SHARED DISPOSITIVE POWER  
0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12 TYPE OF REPORTING PERSON\*  
CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Bandel L. Carano

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

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Not applicable

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

0 Shares of Common Stock

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

Not applicable

8 SHARED DISPOSITIVE POWER

0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON\*

IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Gerald R. Gallagher

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

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Not applicable

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 Shares of Common Stock  
7 SOLE DISPOSITIVE POWER  
Not applicable  
8 SHARED DISPOSITIVE POWER  
0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON\*

IN

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

Edward F. Glassmeyer

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

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Not applicable

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER

0 Shares of Common Stock

7 SOLE DISPOSITIVE POWER

Not applicable

8 SHARED DISPOSITIVE POWER

0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON\*

IN

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

Fredric W. Harman

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

(a) (b) 

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Not applicable

NUMBER OF  
SHARES

6 SHARED VOTING POWER

0 Shares of Common Stock

BENEFICIALLY  
OWNED BY

7 SOLE DISPOSITIVE POWER

Not applicable

EACH  
REPORTING  
PERSON  
WITH

8 SHARED DISPOSITIVE POWER

0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON\*

IN

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

Ann H. Lamont

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

(a) (b) 

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Not applicable

NUMBER OF

6 SHARED VOTING POWER

SHARES		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0 Shares of Common Stock	
	-----	
	7	SOLE DISPOSITIVE POWER
		Not applicable
	-----	
	8	SHARED DISPOSITIVE POWER
		0 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON\*

IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13G  
 Amendment No. 1 \*  
 Common Stock Par Value \$0.001  
 CUSIP No. 33385515

ITEM 1(a) NAME OF ISSUER:

Wireless Facilities, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

9805 Scranton Road, Suite 100  
 San Diego, California 92121

ITEM 2(a) NAME OF PERSON FILING:

Oak Investment Partners VIII, Limited Partnership  
 Oak Associates VIII, LLC  
 Oak VIII Affiliates Fund, Limited Partnership  
 Oak VIII Affiliates, LLC  
 Oak Management Corporation  
 Bandel L. Carano  
 Gerald R. Gallagher  
 Edward F. Glassmeyer  
 Fredric W. Harman  
 Ann H. Lamont

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: 33385515

ITEM 3 Not applicable

ITEM 4 OWNERSHIP.

The Reporting Persons no longer hold any common stock or options to



acquire common stock in the Issuer based on shares held in the names of Oak Investment Partners VIII, Limited Partnership and Oak VIII Affiliates Fund, Limited Partnership. Oak Management Corporation, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont shall continue to report with respect to beneficial ownership of the common stock of the Issuer on filings made together with Oak Investment

Cusip No. 33385515

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Partners X, Limited Partnership, Oak Associates X, LLC, Oak X Affiliates Fund, Limited Partnership, Oak X Affiliates, LLC and David B. Walrod.

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: [X]

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: February 14, 2002

Entities:

Oak Investment Partners VIII, Limited Partnership  
Oak Associates VIII, LLC  
Oak VIII Affiliates Fund, Limited Partnership  
Oak VIII 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

By: /s/ Edward F. Glassmeyer

-----  
Edward F. Glassmeyer,  
Individually and as  
Attorney-in-fact for the  
above-listed individuals

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EXHIBIT A

AGREEMENT OF REPORTING PERSONS

Each of the undersigned hereby agrees that Amendment No. 1 to Schedule 13G filed on the date hereof with respect to the shares of Common Stock of Wireless Facilities, Inc. has been filed on behalf of the undersigned.

SIGNATURE:

Dated: February 14, 2002

Entities:

- Oak Investment Partners VIII, Limited Partnership
- Oak Associates VIII, LLC
- Oak VIII Affiliates Fund, Limited Partnership
- Oak VIII 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

By: /s/ Edward F. Glassmeyer  
 -----  
 Edward F. Glassmeyer,  
 Individually and as  
 Attorney-in-fact for the  
 above-listed individuals

## EXHIBIT B

## POWER OF ATTORNEY

The undersigned hereby make, constitute and appoint each of EDWARD F. GLASSMEYER and ANN H. LAMONT, acting jointly or individually, with full power of substitution, the true and lawful attorney-in-fact for the undersigned, in the undersigned's name, place and stead and on the undersigned's behalf, to complete, execute and file with the United States Securities and Exchange Commission (the "Commission"), a statement on Schedule 13G with respect to the securities of any or all of the following entities:

AIRSPAN NETWORKS INC., a Washington corporation;  
 AVENUE A, INC., a Washington corporation;  
 AVICI SYSTEMS INC., a Delaware corporation;  
 ESPERION THERAPEUTICS, INC., a Delaware corporation;  
 INTERNAP NETWORK SERVICES CORPORATION, a Delaware corporation;  
 MOBIUS MANAGEMENT SYSTEMS, INC., a Delaware corporation;  
 ODYSSEY HEALTHCARE, INC., a Delaware corporation;  
 ORAPHARMA, INC., a Delaware Corporation;  
 PRIMUS KNOWLEDGE SOLUTIONS, INC., a Washington corporation;  
 THE STREET.COM, INC., a Delaware corporation;  
 VICINITY CORPORATION, a Delaware corporation; and  
 WIRELESS FACILITIES, INC., a Delaware corporation;

and any and all amendments thereto pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and any other forms, certificates, documents or instruments (including a Joint Filing Agreement) that the attorneys-in-fact (or either of them) deems necessary or appropriate in order to enable the undersigned to comply with the requirements of said Section 13(d) and said rules and regulations.

This Power of Attorney shall remain in effect for a period of two years from the date hereof or until such earlier date as a written revocation thereof is filed with the Commission.

Dated: February 14, 2002

Oak Management Corporation

By: /s/ Edward F. Glassmeyer

-----  
 Name: Edward F. Glassmeyer  
 Title: President

Oak Investment Partners VI, Limited Partnership

By: Oak Associates VI, LLC, its general partner

By: /s/ Edward F. Glassmeyer

-----  
 Name: Edward F. Glassmeyer  
 Title: Managing Member

Oak Associates VI, LLC

By: /s/ Edward F. Glassmeyer

-----  
 Name: Edward F. Glassmeyer  
 Title: Managing Member

Oak VI Affiliates Fund, Limited Partnership

By: Oak VI Affiliates, LLC

By: /s/ Edward F. Glassmeyer

-----  
 Name: Edward F. Glassmeyer  
 Title: Managing Member

Oak VI Affiliates, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

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Oak Investment Partners VII, Limited Partnership  
By: Oak Associates VII, LLC, its general partner

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak Associates VII, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak VII Affiliates Fund, Limited Partnership  
By: Oak VII Affiliates, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak VII Affiliates, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak Investment Partners VIII, Limited Partnership  
By: Oak Associates VIII, LLC, its general partner

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak Associates VIII, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

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Oak VIII Affiliates Fund, Limited Partnership  
By: Oak VIII Affiliates, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak VIII Affiliates, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak Investment Partners X, Limited Partnership

By: Oak Associates X, LLC, its general partner

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak Associates X, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak X Affiliates Fund, Limited Partnership

By: Oak X Affiliates, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

Oak X Affiliates, LLC

By: /s/ Edward F. Glassmeyer  
-----  
Name: Edward F. Glassmeyer  
Title: Managing Member

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/s/ Bandel L. Carano  
-----  
Bandel L. Carano

/s/ Gerald R. Gallagher  
-----  
Gerald R. Gallagher

/s/ Edward F. Glassmeyer  
-----  
Edward F. Glassmeyer

/s/ Fredric W. Harman  
-----  
Fredric W. Harman

/s/ Ann H. Lamont  
-----  
Ann H. Lamont

/s/ David B. Walrod  
-----  
David B. Walrod