

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. 3) (1)

Wireless Facilities, Inc.

(Name of Issuer)

Common Stock Par Value \$0.001

(Title of Class of Securities)

97653A103

(CUSIP Number)

December 31, 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).

Cusip No. 97653A103

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Investment Partners IX, Limited Partnership
06-1556218

2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
1,933,000 Shares of Common Stock

Number of
Shares

6. Shared Voting Power
Not applicable

Beneficially
Owned by Each
Reporting
Person With:

7. Sole Dispositive Power
1,933,000 Shares of Common Stock

8. Shared Dispositive Power
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,933,000 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
3.9%
12. Type of Reporting Person*
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Associates IX, LLC
06-1556230
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
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
1,933,000 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
1,933,000 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,933,000 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
3.9%
12. Type of Reporting Person*
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak IX Affiliates Fund - A, Limited Partnership
06-1571899
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
46,400 Shares of Common Stock
- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power
Not applicable
7. Sole Dispositive Power
46,400 Shares of Common Stock

8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
46,400 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
0.1%
12. Type of Reporting Person*
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak IX Affiliates Fund, Limited Partnership
06-1556229
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
20,600 Shares of Common Stock
- Number of
Shares
Beneficially
Owned by Each
Reporting
Person With:
6. Shared Voting Power
Not applicable
7. Sole Dispositive Power
20,600 Shares of Common Stock
8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
20,600 Shares of Common Stock
10. Check 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. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak IX Affiliates, LLC
06-1556233
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
Not applicable
- Number of
6. Shared Voting Power

Shares 67,000 Shares of Common Stock
Beneficially
Owned by Each 7. Sole Dispositive Power
Reporting Not applicable
Person With:
8. Shared Dispositive Power
67,000 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
67,000 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person*
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Investment Partners X, Limited Partnership
06-1601019

2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
8,877,604 Shares of Common Stock

Number of 6. Shared Voting Power
Shares Not applicable

Beneficially
Owned by Each 7. Sole Dispositive Power
Reporting 8,877,604 Shares of Common Stock
Person With:

8. Shared Dispositive Power
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person
8,877,604 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
15.6%

12. Type of Reporting Person*
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Associates X, LLC
06-1630661

2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

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
8,877,604 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
8,877,604 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
8,877,604 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
15.6%
12. Type of Reporting Person*
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak X Affiliates Fund, Limited Partnership
06-1622220
2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
142,466 Shares of Common Stock
- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power
Not applicable
7. Sole Dispositive Power
142,466 Shares of Common Stock
8. Shared Dispositive Power
Not applicable
9. Aggregate Amount Beneficially Owned by Each Reporting Person
142,466 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
0.3%
12. Type of Reporting Person*
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

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 of Organization
Delaware

5. Sole Voting Power
Not applicable

Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power
142,466 Shares of Common Stock
7. Sole Dispositive Power
Not applicable

8. Shared Dispositive Power
142,466 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
142,466 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person*
OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak Management Corporation
06-0990851

2. Check the Appropriate Box if a Member of a Group* (a) / /
(b) /X/

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
11,020,070 Shares of Common Stock
7. Sole Dispositive Power
Not applicable

8. Shared Dispositive Power
11,020,070 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,070 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

11. Percent of Class Represented by Amount in Row (9)
18.6%

12. Type of Reporting Person*
CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

- 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
- 5. Sole Voting Power
0 Shares of Common Stock
- Number of Shares Beneficially Owned by Each Reporting Person With:
 - 6. Shared Voting Power
11,020,070 Shares of Common Stock
 - 7. Sole Dispositive Power
0 Shares of Common Stock
 - 8. Shared Dispositive Power
11,020,070 Shares of Common Stock
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,070 Shares of Common Stock
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
- 11. Percent of Class Represented by Amount in Row (9)
18.6%
- 12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

- 1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Gerald R. Gallagher
- 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
- 5. Sole Voting Power
Not applicable
- Number of Shares Beneficially Owned by Each Reporting 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. Aggregate Amount Beneficially Owned by Each Reporting Person
2,000,000 Shares of Common Stock
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
- 11. Percent of Class Represented by Amount in Row (9)
4.0%
- 12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

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
5. Sole Voting Power
Not applicable
- Number of Shares Beneficially Owned by Each Reporting Person With: 6. Shared Voting Power
11,020,070 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
11,020,070 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,070 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
18.6%
12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Fredric W. Harman
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
5. Sole Voting Power
Not applicable
- Number of Shares Beneficially Owned by Each Reporting Person With: 6. Shared Voting Power
11,020,070 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
11,020,070 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,070 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
18.6%
12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Ann H. Lamont
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
5. Sole Voting Power
Not applicable
- Number of Shares Beneficially Owned by Each Reporting Person With: 6. Shared Voting Power
11,020,070 Shares of Common Stock
7. Sole Dispositive Power
Not applicable
8. Shared Dispositive Power
11,020,070 Shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,070 Shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /
11. Percent of Class Represented by Amount in Row (9)
18.6%
12. Type of Reporting Person*
IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

David B. Walrod
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
5. Sole Voting Power
Not applicable
- Number of Shares Beneficially Owned by Each 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 Represented by Amount in Row (9)
15.8%
12. Type of Reporting Person*
IN

Schedule 13G
Amendment No. 3*
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
- 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
- ITEM 4 OWNERSHIP.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 48,187,337 shares of Common Stock outstanding as of November 7, 2002, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 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 Partners X, Limited Partnership ("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 6,889,520 shares of Common Stock into which the shares of Series A Preferred Stock held by Oak Investment X may be converted, and (iii) the 1,968,400 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Investment X may be converted.

Amounts shown as beneficially owned by each of Oak X Affiliates Fund,

Limited Partnership ("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 110,550 shares of Common Stock into which the shares of Series A Preferred Stock held by Oak Affiliates X may be converted, and (iii) the 31,600 shares of Common Stock into which the shares of Series B Preferred Stock held by Oak Affiliates X may be converted.

Amounts shown as beneficially owned by each of Oak Investment Partners IX, Limited Partnership ("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 held by Oak Investment IX may be converted.

Amounts shown as beneficially owned by each of Oak IX Affiliates Fund-A, Limited Partnership ("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 held by Oak Affiliates-A IX may be converted.

Amounts shown as beneficially owned by each of Oak IX Affiliates Fund, Limited Partnership ("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 held by Oak Affiliates IX may be converted.

By making this filing, the Reporting Persons 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 Person 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.

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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.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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 7, 2003

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

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of
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B Power
of
Attorney
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EXHIBIT A

AGREEMENT OF REPORTING PERSONS

Each of the undersigned hereby agrees that Amendment No. 3 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 7, 2003

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

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:

- AVENUE A, INC., a Washington corporation;
- COGENT COMMUNICATIONS GROUP, INC., a Delaware corporation;
- CONCUR TECHNOLOGIES, INC., a Delaware corporation;
- INTERNAP NETWORK SERVICES CORPORATION, a Delaware corporation;
- ODYSSEY HEALTHCARE, INC., a Delaware corporation;
- REPEATER TECHNOLOGIES, 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 7, 2003

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

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

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 IX, Limited Partnership

By: Oak Associates IX, LLC, its general partner

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak Associates IX, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak IX Affiliates Fund - A, Limited Partnership

By: Oak IX Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak IX Affiliates Fund, Limited Partnership

By: Oak IX Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: Managing Member

Oak IX 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

/s/ Bandel L. Carano

Bandel L. Carano

/s/ Gerald R. Gallagher

Gerald R. Gallagher

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/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