

ARCH CAPITAL GROUP LTD  
Form SC 13D/A  
April 05, 2004

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 3)

**Arch Capital Group Ltd.**

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

G0450A105

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(CUSIP Number)

**Brian T. McAnaney, Esq., General Electric Capital Corporation, 260 Long Ridge Road,**

**Stamford, Connecticut 06927**

**Michael M. Pastore, GE Asset Management Incorporated,**

Edgar Filing: ARCH CAPITAL GROUP LTD - Form SC 13D/A

3003 Summer Street, Stamford, Connecticut 06905

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

March 26, 2004

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(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " .

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

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

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**SCHEDULE 13D**

**CUSIP No. G0450A105**

**Page 2 of 27 Pages**

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**1 NAME OF REPORTING PERSON**

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

Insurance Private Equity Investors, L.L.C.

I.R.S. #

---

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

**(a)**

**(b) x**

---

**3 SEC USE ONLY**

---

**4 SOURCE OF FUNDS\***

OO

---

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

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**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

**State of Delaware**

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|                     |                  |                            |
|---------------------|------------------|----------------------------|
| <b>NUMBER OF</b>    | <b>7</b>         | <b>SOLE VOTING POWER</b>   |
| <b>SHARES</b>       |                  |                            |
| <b>BENEFICIALLY</b> | <b>0</b>         |                            |
| <b>OWNED BY</b>     | <b>8</b>         | <b>SHARED VOTING POWER</b> |
| <b>EACH</b>         |                  |                            |
| <b>REPORTING</b>    | <b>2,761,873</b> |                            |

PERSON

WITH

---

9 SOLE DISPOSITIVE POWER

0

---

10 SHARED DISPOSITIVE POWER

2,761,873

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,761,873

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

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

7.93% (9.4% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

14 TYPE OF REPORTING PERSON\*

OO

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**SCHEDULE 13D**

CUSIP No. G0450A105

Page 3 of 27 Pages

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

General Electric Pension Trust  
 I.R.S. #14-6015763

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

(a)  
 (b)  x

**3** SEC USE ONLY

**4** SOURCE OF FUNDS\*

OO

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

**NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH**

**7** SOLE VOTING POWER

0

**8** SHARED VOTING POWER

2,761,873

---

**9** SOLE DISPOSITIVE POWER

0

---

**10** SHARED DISPOSITIVE POWER

2,761,873

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,761,873

---

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

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

7.93% (9.4% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

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**14** TYPE OF REPORTING PERSON\*

EP

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**SCHEDULE 13D**

**CUSIP No. G0450A105**

**Page 4 of 27 Pages**

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**1 NAME OF REPORTING PERSON**

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

GE Asset Management Incorporated as Manager of Insurance Private Equity Investors, L.L.C. and as Investment Manager of GEPT (as defined below)

I.R.S. #06-1238874

---

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

(a)

(b)  x

---

**3 SEC USE ONLY**

---

**4 SOURCE OF FUNDS\***

OO

---

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

---

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

**State of Delaware**

---

**NUMBER OF**      **7 SOLE VOTING POWER**  
**SHARES**

**BENEFICIALLY**      **0**

---

**OWNED BY**      **8 SHARED VOTING POWER**

**EACH**

**REPORTING**

2,761,873

---

**PERSON**

**9** SOLE DISPOSITIVE POWER

**WITH**

0

---

**10** SHARED DISPOSITIVE POWER

2,761,873

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,761,873

---

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

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

7.93% (9.4% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

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**14** TYPE OF REPORTING PERSON\*

IA, CO

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**SCHEDULE 13D**

**CUSIP No. G0450A105**

**Page 5 of 27 Pages**

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**1 NAME OF REPORTING PERSON**

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

General Electric Company

I.R.S. #14-0689340

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

(a)

(b)

---

**3 SEC USE ONLY**

---

**4 SOURCE OF FUNDS\***

Not Applicable

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

---

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of New York

---

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

---

**OWNED BY 8 SHARED VOTING POWER**

**EACH**

**REPORTING** Disclaimed (see 11 below)

**PERSON**

---

**9** SOLE DISPOSITIVE POWER

**WITH**

0

---

**10** SHARED DISPOSITIVE POWER

Disclaimed (see 11 below)

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Company.

---

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

Disclaimed (see 11 above)

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

Not applicable (see 11 above).

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**14** TYPE OF REPORTING PERSON\*

CO

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**SCHEDULE 13D**

**CUSIP No. G0450A105**

**Page 6 of 27 Pages**

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**1 NAME OF REPORTING PERSON**

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

Orbital Holdings, Ltd.

I.R.S. #

---

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

(a)

(b)

---

**3 SEC USE ONLY**

---

**4 SOURCE OF FUNDS\***

OO

---

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

---

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

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|                     |          |                            |
|---------------------|----------|----------------------------|
| <b>NUMBER OF</b>    | <b>7</b> | <b>SOLE VOTING POWER</b>   |
| <b>SHARES</b>       |          |                            |
| <b>BENEFICIALLY</b> | 0        |                            |
| <b>OWNED BY</b>     | <b>8</b> | <b>SHARED VOTING POWER</b> |
| <b>EACH</b>         |          |                            |
| <b>REPORTING</b>    | 552,371  |                            |

**PERSON**

---

**9** SOLE DISPOSITIVE POWER

**WITH**

0

---

**10** SHARED DISPOSITIVE POWER

552,371

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,371

---

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

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

1.67% (9.4% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

**14** TYPE OF REPORTING PERSON\*

CO

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**SCHEDULE 13D**

**CUSIP No. G0450A105**

**Page 7 of 27 Pages**

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**1 NAME OF REPORTING PERSON**

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

GE Capital Equity Investments, Ltd.

I.R.S. #

---

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

(a)

(b)

---

**3 SEC USE ONLY**

---

**4 SOURCE OF FUNDS\***

OO

---

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

---

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

**Cayman Islands**

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|                     |                |                            |
|---------------------|----------------|----------------------------|
| <b>NUMBER OF</b>    | <b>7</b>       | <b>SOLE VOTING POWER</b>   |
| <b>SHARES</b>       |                |                            |
| <b>BENEFICIALLY</b> | <b>0</b>       |                            |
| <b>OWNED BY</b>     | <b>8</b>       | <b>SHARED VOTING POWER</b> |
| <b>EACH</b>         |                |                            |
| <b>REPORTING</b>    | <b>552,371</b> |                            |

PERSON

WITH

---

9 SOLE DISPOSITIVE POWER

0

---

10 SHARED DISPOSITIVE POWER

552,371

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,371

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

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

1.67% (9.4% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

14 TYPE OF REPORTING PERSON\*

CO

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**SCHEDULE 13D**

**CUSIP No. G0450A105**

**Page 8 of 27 Pages**

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**1 NAME OF REPORTING PERSON**

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

General Electric Capital Corporation

I.R.S. #13-1500700

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

(a)

(b)  x

---

**3 SEC USE ONLY**

---

**4 SOURCE OF FUNDS\***

WC

---

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

---

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Delaware

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|                     |                |                            |
|---------------------|----------------|----------------------------|
| <b>NUMBER OF</b>    | <b>7</b>       | <b>SOLE VOTING POWER</b>   |
| <b>SHARES</b>       |                |                            |
| <b>BENEFICIALLY</b> | <b>0</b>       |                            |
| <b>OWNED BY</b>     | <b>8</b>       | <b>SHARED VOTING POWER</b> |
| <b>EACH</b>         |                |                            |
| <b>REPORTING</b>    | <b>552,371</b> |                            |

PERSON

WITH

---

9 SOLE DISPOSITIVE POWER

0

---

10 SHARED DISPOSITIVE POWER

552,371

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

552,371

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

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

1.67% (9.4% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in Item 2)).

---

14 TYPE OF REPORTING PERSON\*

CO

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**SCHEDULE 13D**

**CUSIP No. G0450A105**

**Page 9 of 27 Pages**

---

**1 NAME OF REPORTING PERSON**

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

General Electric Capital Services, Inc.

I.R.S. #06-1109503

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

(a)

(b)

---

**3 SEC USE ONLY**

---

**4 SOURCE OF FUNDS\***

Not applicable

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

---

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

**State of Delaware**

---

|                     |          |                            |
|---------------------|----------|----------------------------|
| <b>NUMBER OF</b>    | <b>7</b> | <b>SOLE VOTING POWER</b>   |
| <b>SHARES</b>       |          |                            |
| <b>BENEFICIALLY</b> |          | Disclaimed (see 11 below)  |
| <b>OWNED BY</b>     | <b>8</b> | <b>SHARED VOTING POWER</b> |
| <b>EACH</b>         |          |                            |
| <b>REPORTING</b>    | <b>0</b> |                            |

**PERSON**

---

**9** SOLE DISPOSITIVE POWER

**WITH**

Disclaimed (see 11 below)

---

**10** SHARED DISPOSITIVE POWER

0

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Capital Services, Inc.

---

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

Disclaimed (see 11 above)

---

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

Not applicable (see 11 above)

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**14** TYPE OF REPORTING PERSON\*

CO

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Reference is made to the Statement on Schedule 13D filed on November 30, 2001, as amended by Amendment No. 1 thereto filed October 4, 2002 and amendment No. 2 thereto filed February 25, 2003 (as so amended, the Schedule 13D) on behalf of General Electric Company, a New York corporation ( GE ), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE ( GEAM ), General Electric Pension Trust, a New York common law trust ( GEPT ), Insurance Private Equity Investors, L.L.C., a Delaware limited liability company and a wholly owned subsidiary of GEPT ( Insurance ), General Electric Capital Services, Inc., a Delaware corporation and directly or indirectly 100% owned by GE ( GECS ), General Electric Capital Corporation, a Delaware corporation and a subsidiary of GECS ( GECC ), GE Capital Equity Investments, Ltd., a Cayman Islands corporation and a wholly owned subsidiary of GECC ( GECEI ) and Orbital Holdings, Ltd. a Cayman Islands corporation and a wholly owned subsidiary of GECEI ( Orbital ). GE, GEAM, GEPT, Insurance, GECS, GECC, GECEI and Orbital are sometimes referred to herein individually as a Reporting Person and collectively as the Reporting Persons . Insurance, GEPT, GEAM, Orbital, GECEI, GECC and GECS each expressly disclaim that they are members of a group . GECS disclaims beneficial ownership of all shares held by GECC and its subsidiaries. GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a group . All capitalized terms used without definition in this Amendment No. 3 to Schedule 13D shall have the meanings set forth in the Schedule 13D.

**Item 2(f) Citizenship**

Item 2(f) of the Schedule 13D is hereby deleted in its entirety and the following is inserted in lieu thereof:

All Reporting Persons and, to the best knowledge of each Reporting Person, all persons identified in Schedule II through VIII are United States citizens, except that Claudio X. Gonzalez, a director of GE, is a citizen of Mexico, Andrea Jung, a director of GE, is a citizen of Canada, Yoshiaki Fujimori, an executive officer of GE, is a citizen of Japan, Ferdinando Beccalli, a director of GE, is a citizen of Italy and Gordon Chan, a director of GECEI, is a citizen of Canada.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby deleted in its entirety and the following is inserted in lieu thereof:

(a) Each of Insurance, GEPT and GEAM beneficially owns 2,761,873 Common Shares, representing 7.93 % of the Common Shares. Each of Orbital, GECEI and GECC beneficially

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<sup>1</sup> This percentage is based on 34,806,685 Common Shares outstanding, calculated by combining the 32,625,372 Common Shares outstanding as of March 22, 2004 as set forth in the Issuer's Prospectus Supplement dated such date, to a prospectus dated January 27, 2004 and to a reoffer prospectus dated February 14, 2002 (the Prospectus Supplement), with 2,181,313 Common Shares that Insurance will receive on conversion of the Preference Shares.

owns 552,371 Common Shares representing 1.67 %<sup>2</sup> of the Common Shares. Insurance, GEPT, GEAM, Orbital, GECEI, GECC, GE and GECS each expressly disclaim that they are members of a group as such term is used in Section 13(d)(3) of the Exchange Act. If all of the Reporting Persons Common Shares were aggregated, the Reporting Persons would beneficially own 3,314,244 Common Shares representing 9.4% of the Common Shares.

(b) Insurance, GEAM and GEPT share the power to vote or direct the vote and power to dispose or direct the disposition of, 2,761,873 Common Shares, subject to the restrictions on voting described in Item 6 below. Orbital, GECEI and GECC share the power to vote or direct the vote and power to dispose or direct the disposition of, 552,371 Common Shares, subject to the restrictions on voting described in Item 6 below. Both GE and GECS disclaim any voting or dispositive power over the shares beneficially owned by GEPT, GEAM, Insurance, Orbital, GECC or GECEI.

To the best knowledge of the Reporting Persons, no person other than the Reporting Persons has the power to vote or to direct the vote or to dispose or direct the disposition of any of the securities which they may be deemed to beneficially own.

(c) Between February 18 and February 26, 2004 Insurance sold a total of 66,581 Common Shares and Orbital sold 13,319 Common Shares through a registered broker-dealer, pursuant to a registration statement, on the open market as set forth below:

| Date of Disposition | Price at which     | Common Shares Sold | Common Shares Sold |
|---------------------|--------------------|--------------------|--------------------|
|                     | Common Shares Sold | by Insurance       | by Orbital         |
| February 18, 2004   | \$42.4797          | 8,333              | 1,667              |
| February 19, 2004   | \$41.6548          | 8,333              | 1,667              |
| February 20, 2004   | \$41.2112          | 10,833             | 2,167              |
| February 23, 2004   | \$41.1998          | 5,833              | 1,167              |
| February 24, 2004   | \$41.3875          | 11,083             | 2,217              |
| February 25, 2004   | \$41.9006          | 17,999             | 3,601              |
| February 26, 2004   | \$41.8423          | 4,167              | 833                |
| Total Amount of     |                    |                    |                    |
| Common Shares       |                    |                    |                    |
| Sold                |                    | 66,581             | 13,319             |

<sup>2</sup> This percentage is based on 33,061,634 Common Shares outstanding, calculated by combining the 32,625,372 Common Shares outstanding on March 22, 2004, as set forth in the Prospectus Supplement with 436,262 Common Shares that Orbital will receive on conversion of the Preference Shares.

<sup>3</sup> This percentage is based on 35,242,947 Common Shares outstanding, calculated by combining the 32,625,372 Common Shares outstanding on March 22, 2004, as set forth in the Prospectus Supplement with 2,617,575 Common Shares that the Reporting Persons will receive on conversion of the Preference Shares.

(d) No other person except for the Reporting Persons are known to have the rights to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons and covered by this Statement.

(e) Not Applicable.

**Item 6. Interest in Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended by adding the following paragraph to the beginning of Item 6:

In connection with an underwritten public offering of 4,425,000 Common Shares of the Issuer, each of Insurance and Orbital executed a lock-up agreement, whereby they agreed, for a period of 90 days beginning on March 22, 2004 and ending on June 20, 2004, not to (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any Common Shares of the Issuer or any securities convertible into or exchangeable or exercisable for Common Shares, whether now owned or hereafter acquired, (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of their Common Shares, whether any such swap or transaction is to be settled by delivery of Common Shares or other securities, in cash or otherwise, (iii) publicly disclose the intention to make any such offer, sale, pledge, contract, grant or disposition, or to enter into any such transaction, swap, hedge or other arrangement, without, in each case, the prior written consent of Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the representative for the underwriters (the Underwriters ) or (iv) without the prior written consent of the Underwriters, make any demand for, or exercise any right with respect to, the registration of any Common Shares or any security convertible into or exercisable or exchangeable for the Common Shares.

**Item 7. Materials to Be Filed as Exhibits**

Exhibits I-VI to Schedule 13D are hereby incorporated by reference.

Exhibit VII to Schedule 13D is hereby deleted and the following is inserted in lieu thereof

Exhibit VII Power of Attorney of Orbital Holdings, Ltd., dated as of February 17, 2004.

Exhibit VIII Power of Attorney for GE Capital Equity Investments, Ltd., dated as of February 17, 2004.

Exhibit IX Power of Attorney of General Electric Capital Services, Inc., dated as of November 26, 2003.

**Schedules II, III, IV, V, VI, VII, and VIII.**

Schedules II, III, IV, V, VI, VII and VIII to the Schedule 13D are hereby amended and restated in their entirety as set forth in the revised versions thereof attached hereto.



**SIGNATURE**

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.

Dated: April 5, 2004

INSURANCE PRIVATE EQUITY INVESTORS,

L.L.C.

By: GE Asset Management Incorporated, its

Manager

By: /s/ Michael M. Pastore

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Name: Michael M. Pastore  
Title: Vice President

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated, its Investment  
Manager

By: /s/ Michael M. Pastore

---

Name: Michael M. Pastore  
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore

---

Name: Michael M. Pastore  
Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

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Name: John H. Myers  
Title: Vice President

ORBITAL HOLDINGS, LTD.

By: /s/ Andrea Assarat

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Name: Andrea Assarat  
Title: Attorney-in-Fact

GE CAPITAL EQUITY INVESTMENTS, LTD.

By: /s/ Andrea Assarat

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Name: Andrea Assarat  
Title: Attorney-in-Fact

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Ronald Herman

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Name: Ronald Herman  
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Ronald Herman

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Name: Ronald Herman  
Title: Attorney-in-Fact



**General Electric Pension Trust**

The business address of each of the persons listed below is 3003 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

| <u>Trustees</u>      | <u>Present Principal Occupation</u>   |
|----------------------|---|
| David B. Carlson     | Executive Vice President of GEAM and Trustee of GEPT  |
| Michael J. Cosgrove  | Executive Vice President of GEAM and Trustee of GEPT  |
| Ralph R. Layman      | Executive Vice President of GEAM and Trustee of GEPT  |
| Alan M. Lewis        | Executive Vice President, General Counsel and Secretary of GEAM and Trustee of GEPT                       |
| Robert A. MacDougall | Executive Vice President of GEAM and Trustee of GEPT  |
| John H. Myers        | Vice President of General Electric Company, President Chief Executive Officer of GEAM and Trustee of GEPT |
| Donald W. Torey      | Executive Vice President of GEAM and Trustee of GEPT  |
| John J. Walker       | Executive Vice President Chief Financial Officer of GEAM and Trustee of GEPT                              |

Citizenship of All Trustees

U.S.A.

**Insurance Private Equity Investors, L.L.C.**

The Manager of Insurance Private Equity Investors, L.L.C. is GE Asset Management Incorporated (a Delaware corporation). Its principal place of business is 3003 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

**GE Asset Management Incorporated**

The business address of each of the persons listed below is 3003 Summer Street, P.O. Box 7900, Stamford, Connecticut 06904.

| <u>Directors</u>     | <u>Present Principal Occupation</u>   |
|----------------------|---|
| David B. Carlson     | Executive Vice President of GEAM and Trustee of GEPT  |
| Michael J. Cosgrove  | Executive Vice President of GEAM and Trustee of GEPT  |
| Pamela K. Halligan   | Vice President of Human Resources of GEAM   |
| Ralph R. Layman      | Executive Vice President of GEAM and Trustee of GEPT  |
| Alan M. Lewis        | Executive Vice President, General Counsel and Secretary of GEAM and Trustee of GEPT                       |
| Robert A. MacDougall | Executive Vice President of GEAM and Trustee of GEPT  |
| John H. Myers        | Vice President of General Electric Company, President Chief Executive Officer of GEAM and Trustee of GEPT |
| Geoffrey R. Norman   | Executive Vice President of GEAM  |
| Anthony J. Sirabella | Senior Vice President Chief Information Officer of GEAM   |
| Donald W. Torey      | Executive Vice President of GEAM and Trustee of GEPT  |
| John J. Walker       | Executive Vice President Chief Financial Officer of GEAM and Trustee of GEPT                              |
| William R. Wright    | Executive Vice President of GEAM  |

Citizenship of all Directors

U.S.A

| Executive Officers    | Present Principal Occupation                              |
|-----------------------|---|
| John H. Myers         | President and Chief Executive Officer                     |
| David B. Carlson      | Executive Vice President Domestic Equity Investments      |
| Michael J. Cosgrove   | Executive Vice President Sales and Marketing              |
| Ralph R. Layman       | Executive Vice President International Equity Investments |
| Alan M. Lewis         | Executive Vice President General Counsel and Secretary    |
| Robert A. MacDougall  | Executive Vice President Fixed Income                     |
| Geoffrey R. Norman    | Executive Vice President Marketing                        |
| Donald W. Torey       | Executive Vice President Real Estate and Private Equities |
| John J. Walker        | Executive Vice President Chief Financial Officer          |
| William R. Wright     | Executive Vice President GE Insurance                     |
| Anthony J. Sirabella  | Senior Vice President Chief Information Officer           |
| Pamela K. Halligan    | Vice President Human Resources                            |
| William F. Ruoff, III | Vice President Quality                                    |
| Greg O. Bouleris      | Senior Vice President Strategic Operations                |
| Stephen N. DeVos      | Senior Vice President Fixed Income                        |
| Kathryn Karlic        | Senior Vice President Fixed Income                        |
| Thomas M. Powers      | Senior Vice President GE Insurance                        |
| Paul M. Colonna       | Senior Vice President Fixed Income                        |
| William M. Healey     | Senior Vice President Fixed Income                        |
| Mark R. Delaney       | Senior Vice President Fixed Income                        |
| Gregory B. Hartch     | Senior Vice President Fixed Income                        |
| Kathleen S. Brooks    | Vice President Fixed Income                               |
| Vita-Marie Pike       | Vice President Fixed Income                               |
| Eric H. Gould         | Vice President Fixed Income                               |
| Craig M. Enright      | Vice President Fixed Income                               |
| Paul Gerard           | Vice President Fixed Income                               |
| Brad G. Postema       | Vice President Fixed Income                               |
| Cindy J. Heidel       | Vice President Fixed Income                               |
| Alfredo Chang         | Vice President Fixed Income                               |
| John W. Deaton        | Vice President Fixed Income                               |

|                       |                       |                                 |
|-----------------------|-----------------------|---------------------------------|
| Frederick W. Jackson  | Vice President        | Fixed Income                    |
| Mark H. Johnson       | Vice President        | Fixed Income                    |
| Walter A. Neeves      | Vice President        | Fixed Income                    |
| Lora J. Simon         | Vice President        | Fixed Income                    |
| David A. Tiberii      | Vice President        | Fixed Income                    |
| Don J. Duncan         | Vice President        | Money Market Investments        |
| Michael J. Caufield   | Senior Vice President | Fixed Income                    |
| Craig M. Varrelman    | Vice President        | Fixed Income Product Manager    |
| Susan M. Courtney     | Vice President        | Fixed Income                    |
| Stella V. Lou DeLucia | Vice President        | Fixed Income                    |
| Brian Hopkinson       | Senior Vice President | International Equity Portfolios |
| Daizo Motoyoshi       | Senior Vice President | International Equity Portfolios |
| Jonathan L. Passmore  | Senior Vice President | International Equity Portfolios |
| Michael J. Solecki    | Senior Vice President | International Equity Portfolios |
| Judith A. Studer      | Senior Vice President | International Equity Portfolios |
| T. Brent Jones        | Vice President        | International Equity Portfolios |
| Peter Gillespie       | Vice President        | International Equity Portfolios |
| Christian Langevin    | Vice President        | International Equity Portfolios |
| Paul Nestro           | Vice President        | International Equity Portfolios |
| Makoto F. Sumino      | Vice President        | International Equity Portfolios |
| Gail Snyder           | Senior Vice President | GE Insurance                    |
| Deborah C. Towner     | Senior Vice President | Real Estate                     |
| Philip A. Riordan     | Senior Vice President | Real Estate                     |
| Jon M. Lucia          | Senior Vice President | Fixed Income Private Placements |
| Morian C. Moers       | Vice President        | Fixed Income Private Placements |
| Thomas D. Mockler     | Vice President        | Fixed Income                    |
| Robert McCorkle       | Vice President        | Fixed Income                    |
| John R. Endres        | Vice President        | Fixed Income Private Placements |
| Stephen R. De Motto   | Vice President        | Fixed Income Private Placements |
| Colin M. Elder        | Vice President        | Real Estate                     |
| Daniel J. Sheehan     | Vice President        | GE Insurance Risk               |

|                            |                       |                                |
|----------------------------|-----------------------|--------------------------------|
| Curt Dawson                | Vice President        | Real Estate                    |
| B. Bradford Barrett        | Vice President        | Real Estate                    |
| Robert P. Gigliotti        | Vice President        | Real Estate                    |
| Gerald Karr                | Vice President        | Real Estate                    |
| James M. Mara              | Senior Vice President | International Private Equities |
| Andreas T. Hildebrand      | Vice President        | Private Equities               |
| Patrick J. McNeela         | Vice President        | Private Equities               |
| James Mitchell, Jr         | Vice President        | Private Equities               |
| Paolo G. M. Simonato       | Vice President        | International Private Equities |
| David W. Wiederecht        | Vice President        | Private Equities               |
| Christopher D. Brown       | Senior Vice President | Equity Portfolios              |
| Damian J. Maroun           | Senior Vice President | Equity Trading                 |
| Paul C. Reinhardt          | Senior Vice President | Equity Portfolios              |
| Nancy A. Ward              | Senior Vice President | Equity Portfolios              |
| Ralph E. Whitman           | Senior Vice President | Equity Portfolios              |
| Christopher W. Smith       | Senior Vice President | Equity Investments             |
| Richard L. Sanderson       | Senior Vice President | Equity Research                |
| Diane M. Wehner            | Senior Vice President | Equity Portfolios              |
| George A. Bicher           | Vice President        | Equity Investments             |
| Clemence C. Garcia         | Vice President        | Equity Investments             |
| Gerald L. Igou             | Vice President        | Equity Investments             |
| Michael Isakov             | Vice President        | Equity Investments             |
| Sandra J. O Keefe          | Vice President        | Equity Investments             |
| John H. Schaetzl           | Vice President        | Equity Investments             |
| Christopher J. Sierakowski | Vice President        | Equity Investments             |
| Charles F. Stuart          | Vice President        | Equity Investments             |
| Steven M. Fierstein        | Vice President        | Equity Investments             |
| Thomas R. Lincoln          | Vice President        | Equity Investments             |
| Anthony J. Mariani         | Vice President        | Equity Investments             |
| Walter P. Ruane            | Vice President        | Equity Investments             |
| Ravi K. Pamnani            | Vice President        | Equity Investments             |

|                         |                                     |   |
|-------------------------|-------------------------------------|---|
| Mary R. Stone           | Vice President                      | Trade Operations  |
| Ronald Gilbert          | Senior Vice President               | GE Insurance Risk   |
| Gareth J. Davies        | Vice President                      | Risk Management   |
| Thomas R. Kinsley       | Vice President                      | GE Insurance Finance  |
| Sheri F. West           | Vice President                      | Financial Planning & Analysis   |
| Lowell E. Haims         | Vice President                      | Controller  |
| John F. Robbins         | Vice President                      | Compliance  |
| Jane E. Hackney         | Vice President                      | Equity Portfolio Management   |
| Robert M. Jarnutowski   | Vice President                      | Fixed Income Private Placements   |
| Erica K. Evans          | Vice President                      | Client Portfolio Management   |
| Michael J. Tansley      | Vice President                      | Finance Integration Quality   |
| Christopher J. Costello | Vice President                      | Assoc. Gen. Counsel & Asst. Secretary                                   |
| Leanne R. Dunn          | Vice President                      | Assoc. Gen. Counsel Real Estate & Asst. Secretary                       |
| Jeanne M. La Porta      | Vice President                      | Assoc. Gen. Counsel & Asst. Secretary                                   |
| Patricia Merrill        | Vice President                      | Assoc. Gen. Counsel & Asst. Secretary                                   |
| Michael M. Pastore      | Vice President                      | Assoc. Gen. Counsel Private Equities & Real Estate<br>& Asst. Secretary |
| Daniel L. Furman        | Vice President                      | Assoc. Gen. Counsel & Asst. Secretary                                   |
| Charles I. Middleton    | Vice President                      | Assoc. Gen. Counsel & Asst. Secretary                                   |
| Margarette Shim         | Vice President                      | Assoc. Gen. Counsel & Asst. Secretary                                   |
| Scott A. Silberstein    | Vice President                      | Assoc. Gen. Counsel & Asst. Secretary                                   |
| Matthew J. Simpson      | Senior Vice President, Gen. Counsel | Investment Services<br>& Asst. Secretary                                |

Citizenship of all Executive Officers

U.S.A

**General Electric Company**

The names and principal occupations of the Directors of General Electric Company are as follows:

|                | PRESENT   | PRESENT  |
|----------------|---|--|
| NAME           | BUSINESS ADDRESS  | PRINCIPAL OCCUPATION   |
| J.I. Cash, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828   | Former Professor of Business<br>Administration-Graduate<br>School of Business<br>Administration, Harvard University                    |
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828   | Vice Chairman of the Board and<br>Executive Officer, General<br>Electric Company; Chairman,<br>General Electric Capital Services, Inc. |
| A.M. Fudge     | Young & Rubicam, Inc.<br>258 Madison Avenue<br>New York, NY 10017   | Chairman and Chief Executive<br>Officer,<br>Young & Rubicam, Inc.  |
| C.X. Gonzalez  | Kimberly-Clark de Mexico,<br>S.A. de C.V.<br>Jose Luis Lagrange 103,<br>Tercero Piso<br>Colonia Los Morales<br>Mexico, D.F. 11510, Mexico | Chairman of the Board<br>and Chief Executive Officer,<br>Kimberly-Clark de Mexico,<br>S.A. de C.V.                                     |
| J.R. Immelt    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828   | Chairman of the Board<br>and Chief Executive<br>Officer, General Electric Company  |
| A. Jung        | Avon Products, Inc.<br>1345 Avenue of the Americas<br>New York, NY 10105  | Chairman and Chief<br>Executive Officer,<br>Avon Products, Inc.  |
| A.G. Lafley    | The Procter & Gamble Company<br>1 Procter & Gamble Plaza<br>Cincinnati, OH 45202-3315   | Chairman of the Board, President<br>and Chief Executive<br>The Procter & Gamble Company  |
| K.G. Langone   | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152   | Chairman, President and Chief<br>Executive Officer,<br>Invemed Associates, Inc.  |

|                 |   |   |
|-----------------|---|---|
| R.S. Larsen     | Johnson & Johnson<br>100 Albany Street<br>Suite 200<br>New Brunswick, NJ 08901  | Former Chairman and Chief<br>Executive Officer  |
| R.B. Lazarus    | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, NY 10019-7316  | Chairman and Chief<br>Executive Officer   |
| S. Nunn         | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, Georgia 30303   | Former Partner<br>King & Spalding   |
| R.S. Penske     | Penske Corporation<br>2555 Telegraph Road<br>Bloomfield Hills, MI 48302-0954  | Chairman of the Board and<br>President, Penske Corporation  |
| A.C. Sigler     | Champion International<br>Corporation<br>1 Champion Plaza<br>Stamford, CT 06921   | Retired Chairman of the Board and<br>CEO and former Director,<br>Champion International Corporation   |
| R.J. Swieringa  | S.C. Johnson Graduate School<br>Cornell University<br>207 Sage Hall<br>Ithaca, NY 14853-6201  | Anne and Elmer Lindseth Dean<br>and Professor of Accounting   |
| D.A. Warner III | J. P. Morgan Chase & Co.,<br>The Chase Manhattan Bank and<br>Morgan Guaranty Trust Co. of New York<br>345 Park Avenue<br>New York, NY 10154 | Former Chairman of the Board  |
| R.C. Wright     | National Broadcasting<br>Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112  | Vice Chairman of the Board and<br>Executive Officer, General Electric<br>Company; Chairman and Chief<br>Executive Officer, National<br>Broadcasting Company, Inc. |

Citizenship

|                |        |
|----------------|--------|
| C. X. Gonzalez | Mexico |
| Andrea Jung    | Canada |
| All Others     | U.S.A. |



The names and principal occupations of the officers of General Electric Company are as follows:

| NAME           | PRESENT<br>BUSINESS ADDRESS  | PRESENT<br>PRINCIPAL OCCUPATION   |
|----------------|--|---|
| J.R. Immelt    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | Chairman of the Board and<br>Chief Executive Officer  |
| P.D. Ameen     | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | Vice President and Comptroller  |
| F. Beccalli    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | Senior Vice President GE Europe   |
| C. T. Begley   | General Electric Company<br>2901 East Lake Road<br>Erie, PA 16531          | Vice President<br>GE Transportation Systems   |
| D.L. Calhoun   | General Electric Company<br>1 Neumann Way<br>Cincinnati, OH 05215          | Senior Vice President<br>GE Aircraft Engines  |
| J.P. Campbell  | General Electric Company<br>Appliance Park<br>Louisville, KY 40225         | Senior Vice President<br>GE Consumer Products   |
| W. H. Cary     | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | Vice President<br>Investor Communications   |
| K.A. Cassidy   | General Electric Company<br>201 High Ridge Road<br>Stamford, CT 06905-3417 | Vice President and GE Treasurer   |
| W.J. Conaty    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | Senior Vice President<br>Human Resources  |
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828    | Vice Chairman of the Board and<br>Executive Officer, General<br>Electric Company; Chairman,<br>General Electric Capital<br>Services, Inc. |

|                    |   |  |
|--------------------|---|--|
| B.B. Denniston III | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                         | Vice President    General Counsel                              |
| S.C. Donnelly      | General Electric Company<br>One Research Circle<br>Niskayuna, NY 12309                          | Senior Vice President<br>GE Global Research                    |
| S. Fitzsimons      | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                         | Vice President<br>Corporate Financial Planning<br>and Analysis |
| M.D. Fraizer       | General Electric Company<br>6620 W. Broad Street<br>Richmond, VA 23230                          | Senior Vice President<br>GE Insurance                          |
| Y. Fujimori        | General Electric Company<br>21 Mita 1-chome<br>Meguro-ku 3d Floor Alto<br>Tokyo, Japan 153-0062 | Senior Vice President    GE Asia                               |
| A.H. Harper        | General Electric Company<br>260 Long Ridge Road<br>Stamford, CT 06927                           | Senior Vice President<br>GE Equipment Management               |
| B.W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                         | Senior Vice President    Law<br>and Public Affairs             |
| J.M. Hogan         | General Electric Company<br>P.O. Box 414<br>Milwaukee, WI 53201                                 | Senior Vice President<br>GE Medical Systems                    |
| R.A. Jeffe         | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828                         | Senior Vice President<br>Corporate Business Development        |
| J. Krenicki        | General Electric Company<br>1 Plastics Avenue<br>Pittsfield, MA 01201                           | Senior Vice President<br>GE Advanced Materials                 |
| M.A. Neal          | General Electric Company<br>260 Long Ridge Road<br>Stamford, CT 06927                           | Senior Vice President<br>GE Commercial Finance                 |

|               |  |   |
|---------------|--|---|
| D.R. Nissen   | General Electric Company<br>201 High Ridge Road<br>Stamford, CT 06905-3417           | Senior Vice President<br>GE Consumer Finance  |
| J.A. Parke    | General Electric Company<br>260 Long Ridge Road<br>Stamford, CT 06927                | Senior Vice President<br>General Electric Company<br>Vice Chairman, GE Capital<br>Corporation   |
| R.R. Pressman | General Electric Company<br>5200 Metcalf Avenue<br>Overland Park, KS 66201           | Senior Vice President<br>Employers Reinsurance Corporation  |
| G.M. Reiner   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828              | Senior Vice President<br>Chief Information Officer  |
| J.G. Rice     | General Electric Company<br>4200 Wildwood Parkway<br>Atlanta, GA 30339               | Senior Vice President<br>GE Power Systems   |
| K.S. Sherin   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06828              | Senior Vice President Finance<br>and Chief Financial Officer  |
| L.G. Trotter  | General Electric Company<br>Appliance Park<br>Louisville, KY 40225                   | Senior Vice President<br>GE Consumer Industrial   |
| W.A. Woodburn | General Electric Company<br>187 Danbury Road<br>Wilton, CT 06897                     | Senior Vice President<br>GE Infrastructure  |
| R.C. Wright   | National Broadcasting<br>Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board and<br>Executive Officer, General<br>Electric Company; Chairman<br>and Chief Executive Officer,<br>National Broadcasting Company, Inc. |

Citizenship

|                     |        |
|---------------------|--------|
| Ferdinando Beccalli | Italy  |
| Yoshiaki Fujimori   | Japan  |
| All Others          | U.S.A. |

**Orbital Holdings, Ltd.**

DIRECTORS AND SENIOR OFFICERS

*Name and Title*

**Ronald Herman**  
*Director and Vice President*

**Frank Ertl**  
*Director and Secretary*

*Principal Business Address*

120 Long Ridge Rd.  
Stamford, CT 06927

120 Long Ridge Road  
Stamford, CT 06927

Citizenship of all Directors and Officers

U.S.A.

**GE Capital Equity Investments, Ltd.**

DIRECTORS AND SENIOR OFFICERS

| <i>Name and Title</i>                                | <i>Principal Business Address</i>                    |
|--|--|
| <b>Ronald Herman</b><br><i>Director and Chairman</i> | 120 Long Ridge Rd.<br>Stamford, CT 06927             |
| <b>Frank Ertl</b><br><i>Director and Secretary</i>   | 120 Long Ridge Road<br>Stamford, CT 06927            |
| <b>Gordon Chan</b><br><i>Director</i>                | 32 Reid Street, 3rd Floor<br>Hamilton, HM 11 Bermuda |

Citizenship of Directors and Officers

**Ronald Herman**

U.S.A.

**Frank Ertl**

U.S.A.

**Gordon Chan**

Canada

**General Electric Capital Corporation***Directors*

**David L. Calhoun**  
*Director*

*Principal Occupation*

Chief Executive Officer  
GE Aircraft Engines  
1 Neumann Way  
Cincinnati, OH 45215

**James A. Colica**  
*Director*

Senior Vice President, Global Risk Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Dennis D. Dammerman**  
*Director and Chairman of the Board*

Vice Chairman and Executive Officer  
GE Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Brackett B. Dennison III**  
*Director*

Vice President - General Counsel  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06828

**Arthur H. Harper**  
*Director*

President, GE Equipment Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Jeffrey R. Immelt**  
*Director*

Chairman and Chief Executive Officer  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Robert A. Jeffe**  
*Director*

Senior Vice President, Corporate Business  
Development  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**John H. Myers**  
*Director*

Chairman and President  
GE Investment Corporation  
3003 Summer Street, 7th Fl.  
Stamford, CT 06905

**Michael A. Neal**  
*Director*

President, GE Commercial Finance  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**David R. Nissen**  
*Director*

President, Consumer Finance  
GE Capital Corporation  
1600 Summer Street  
Stamford, CT 06927

**James A. Parke**  
*Director*

Vice Chairman & Chief Financial Officer  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Ronald R. Pressman**  
*Director*

Chairman, President & CEO  
Employers Reinsurance Corporation  
5200 Metcalf  
Overland Park, KS 66204

**John M. Samuels**  
*Director*

Vice President and Senior Counsel, Corporate  
Taxes  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Keith S. Sherin**  
*Director*

Senior Vice President, Finance & Chief Financial  
Officer  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Robert C. Wright**  
*Director*

President and Chief Executive Officer  
National Broadcasting Company, Inc.  
30 Rockefeller Plaza, 52nd Floor  
New York, NY 10112

Citizenship of all Directors

U.S.A.

*Executive Officers*

**Arthur H. Harper**  
*President*

*Principal Occupation*

President, GE Equipment Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Michael A. Neal**  
*President*

President, GE Commercial Finance  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**David R. Nissen**  
*President*

President, Consumer Finance  
GE Capital Corporation  
1600 Summer Street  
Stamford, CT 06927

**James A. Parke**  
*Vice Chairman and  
Chief Financial Officer*

Vice Chairman & Chief Financial  
Officer  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Ronald R. Pressman**  
*Executive Vice President*

Chairman, President & CEO  
Employers Reinsurance Corporation  
5200 Metcalf  
Overland Park, KS 66204

**Kathryn A. Cassidy**  
*Senior Vice President*

Senior Vice President, Corp. Treasury &  
Global Funding  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**James A. Colica**  
*Senior Vice President*

Senior Vice President, Global Risk  
Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Richard D. Avino**  
*Senior Vice President, Taxes*

Senior Vice President, Taxes  
GE Capital Corporation  
777 Long Ridge Road  
Stamford, CT 06927

**Robert L. Lewis**  
*Senior Vice President*

Senior Vice President,  
GE Capital Corporation  
120 Long Ridge Road  
Stamford, CT 06927



**Philip D. Ameen**  
*Vice President and Controller*

Vice President and Controller  
GE Capital Corporation  
3135 Easton Turnpike  
Fairfield, CT 06431

**Brian T. McAnaney**  
*Vice President, General Counsel and Secretary*

Vice President, General Counsel  
and Secretary  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

Citizenship of all Officers

U.S.A.

Page 31 of 41

**General Electric Capital Services, Inc.***Directors*

**David L. Calhoun**  
*Director*

*Principal Occupation*

Chief Executive Officer  
GE Aircraft Engines  
1 Neumann Way  
Cincinnati, OH 45215

**James A. Colica**  
*Director*

Senior Vice President, Global Risk  
Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Dennis D. Dammerman**  
*Director and Chairman of the Board*

Vice Chairman and Executive Officer  
GE Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Brackett B. Dennison III**  
*Director*

Vice President - General Counsel  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06828

**Arthur H. Harper**  
*Director*

President, GE Equipment Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Jeffrey R. Immelt**  
*Director*

Chairman and Chief Executive Officer  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Robert A. Jeffe**  
*Director*

Senior Vice President, Corporate Business  
Development  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**John H. Myers**  
*Director*

Chairman and President  
GE Investment Corporation  
3003 Summer Street, 7th Fl.  
Stamford, CT 06905

**Michael A. Neal**  
*Director*

President, GE Commercial Finance  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**David R. Nissen**  
*Director*

President, Consumer Finance  
GE Capital Corporation  
1600 Summer Street  
Stamford, CT 06927

**James A. Parke**  
*Director*

Vice Chairman & Chief Financial Officer  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

**Ronald R. Pressman**  
*Director*

Chairman, President & CEO  
Employers Reinsurance Corporation  
5200 Metcalf  
Overland Park, KS 66204

**John M. Samuels**  
*Director*

Vice President and Senior Counsel,  
Corporate Taxes  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Keith S. Sherin**  
*Director*

Senior Vice President, Finance & Chief  
Financial Officer  
General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06431

**Robert C. Wright**  
*Director*

President and Chief Executive Officer  
National Broadcasting Company, Inc.  
30 Rockefeller Plaza, 52nd Floor  
New York, NY 10112

Citizenship of all Directors

U.S.A.

*Executive Officers*

**Arthur H. Harper**  
*President*

**Michael A. Neal**  
*President*

**David R. Nissen**  
*President*

**James A. Parke**  
*Vice Chairman and  
Chief Financial Officer*

**Ronald R. Pressman**  
*Executive Vice President*

**Kathryn A. Cassidy**  
*Senior Vice President*

**James A. Colica**  
*Senior Vice President*

**Richard D. Avino**  
*Senior Vice President, Taxes*

**Philip D. Ameen**  
*Vice President and Controller*

*Principal Occupation*

President, GE Equipment Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

President, GE Commercial Finance  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

President, Consumer Finance  
GE Capital Corporation  
1600 Summer Street  
Stamford, CT 06927

Vice Chairman & Chief Financial Officer  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

Chairman, President & CEO  
Employers Reinsurance Corporation  
5200 Metcalf  
Overland Park, KS 66204

Senior Vice President, Corp.  
Treasury & Global Funding  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

Senior Vice President, Global Risk  
Management  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

Senior Vice President, Taxes  
GE Capital Corporation  
777 Long Ridge Road  
Stamford, CT 06927

Vice President and Controller  
GE Capital Corporation  
3135 Easton Turnpike  
Fairfield, CT 06431

**Steven F. Kluger**  
*Senior Vice President, Capital Markets*

Senior Vice President, Capital Markets  
GE Capital Corporation  
3001 Summer Street  
Stamford, CT 06927

**Brian T. McAnaney**  
*Vice President, General Counsel  
and Secretary*

Vice President, General Counsel and Secretary  
GE Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927

Citizenship of all Officers

U.S.A.

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**GE CAPITAL EQUITY INVESTMENTS LTD.**

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY passed in accordance with Article 21 of the Company's Articles of Association.

We undersigned being all of the Members of the Board of Directors of **GE CAPITAL EQUITY INVESTMENTS LTD.** a company organized and existing under the laws of the Cayman Islands (the Company), acting by written consent without a Meeting do hereby consent to the adoption of the following Resolutions:

**RESOLVED**, that the Board of Directors hereby approves the sale of any of the securities held by Orbital Holdings, Ltd. in Arch Capital Group Ltd., and the execution and delivery on behalf of the Company of any and all documents required in connection with or arising out of such sale, including, without limitation, any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934.

**RESOLVED**, that any one director is hereby authorized to take any and all actions necessary to effectuate the foregoing resolution, including, but not limited to, the execution of any and all documentation in connection therewith.

**Delegation of Authority**

**RESOLVED**, that the power to appoint an attorney of the Company in accordance with Section 8 of the Company's Articles of Association is hereby delegated to any one of Ronald Herman, Frank Ertl and Gordon Chan individually in their capacity as a Director of the Company.

This consent may be executed in one or more counterparts and by facsimile copies of the signatures of the parties hereto, each of which shall be deemed an original, but all of which shall together constitute one and the same instrument.

/s/ Ronald Herman

\_\_\_\_\_  
RONALD HERMAN

February 17, 2004

/s/ Frank Ertl

\_\_\_\_\_  
FRANK ERTL

February 17, 2004

/s/ Gordon Chan

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GORDON CHAN

February 17, 2004

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**POWER OF ATTORNEY**

The undersigned, GE Capital Equity Investments Ltd., a company organized and existing under the laws of the Cayman Islands (hereinafter referred to as the Company ) does hereby make, constitute and severally appoint the persons listed below as the Company's true and lawful agent and attorney-in-fact (hereinafter referred to as the Attorney ) to act in the name and on behalf of the Company for and with respect to the matters hereinafter described.

Name of Attorney: Lorraine Hliboki  
Andrea Assarat

The Attorney shall severally have the power and authority to do the following:

To execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Company with regard to any securities owned by Orbital Holdings, Ltd. in Arch Capital Group Ltd.

And, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or expedient in order to carry out the above-referenced transactions.

Agreements, commitments, documents, instruments, and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Company without attestation and without affixation of the seal of the Company. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

Unless sooner revoked by the Company, this Power of Attorney shall be governed under the laws of the Cayman Islands and the authority of the Attorney hereunder shall terminate on May 1, 2004.

IN WITNESS WHEREOF, the Company has caused this Power of Attorney to be executed as a deed pursuant to authority granted by the Company's board of directors, as of the 17th day of February, 2004.

GE Capital Equity Investments Ltd.

/s/ Frank Ertl

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Frank Ertl  
Director





**ORBITAL HOLDINGS, LTD.**

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY passed in accordance with Article 21 of the Company's Articles of Association.

We undersigned being all of the Members of the Board of Directors of **ORBITAL HOLDINGS, LTD.**, a company organized and existing under the laws of the Cayman Islands (the Company), acting by written consent without a Meeting do hereby consent to the adoption of the following Resolutions:

**RESOLVED**, that the Board of Directors hereby approves the sale of any of the securities held by the Company in Arch Capital Group Ltd., and the execution and delivery of any and all documents required in connection with or arising out of such sale, including, without limitation, any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934.

**RESOLVED**, that any one director is hereby authorized to take any and all actions necessary to effectuate the foregoing resolution, including, but not limited to, the execution of any and all documentation in connection therewith.

**Delegation of Authority**

**RESOLVED**, that the power to appoint an attorney of the Company in accordance with Section 8 of the Company's Articles of Association is hereby delegated to any one of Ronald Herman, Frank Ertl and Ian Sharpe individually in their capacity as a Director of the Company.

This consent may be executed in one or more counterparts and by facsimile copies of the signatures of the parties hereto, each of which shall be deemed an original, but all of which shall together constitute one and the same instrument.

/s/ Ronald Herman

\_\_\_\_\_  
RONALD HERMAN

February 17, 2004

/s/ Frank Ertl

\_\_\_\_\_  
FRANK ERTL

February 17, 2004

/s/ Ian Sharpe

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IAN SHARPE

February 17, 2004

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**POWER OF ATTORNEY**

The undersigned, Orbital Holdings, Ltd., a company organized and existing under the laws of the Cayman Islands (hereinafter referred to as the Company ) does hereby make, constitute and severally appoint the persons listed below as the Company's true and lawful agent and attorney-in-fact (hereinafter referred to as the Attorney ) to act in the name and on behalf of the Company for and with respect to the matters hereinafter described.

Name of Attorney: Lorraine Hliboki  
Andrea Assarat

The Attorney shall severally have the power and authority to do the following:

To execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Company with regard to any securities owned by the Company in Arch Capital Group Ltd.

And, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or expedient in order to carry out the above-referenced transactions.

Agreements, commitments, documents, instruments, and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Company without attestation and without affixation of the seal of the Company. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

Unless sooner revoked by the Company, this Power of Attorney shall be governed under the laws of the Cayman Islands and the authority of the Attorney hereunder shall terminate on May 1, 2004.

IN WITNESS WHEREOF, the Company has caused this Power of Attorney to be executed as a deed pursuant to authority granted by the Company's board of directors, as of the 17th day of February, 2004.

Orbital Holdings, Ltd.

/s/ Frank Ertl

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Frank Ertl  
Director



**POWER OF ATTORNEY**

The undersigned, General Electric Capital Services, Inc., a Delaware corporation (hereinafter referred to as the Corporation ) does hereby make, constitute and appoint the persons listed below as the Corporation's true and lawful agent and attorney-in-fact (hereinafter referred to as the Attorney ) to act either together or alone in the name and on behalf of the Corporation for and with respect to the matters hereinafter described.

Name of Attorney:

|                    |                     |
|--------------------|---------------------|
| Michael A. Gaudino | Barbara J. Gould    |
| James Ungari       | Peter J. Muniz      |
| Preston Abbott     | Robert L. Lewis     |
| Barbara Lane       | Wendy E. Ormond     |
| Leon E. Roday      | Amy Fisher          |
| Mark F. Mylon      | Nelson Gonzalez     |
| Ward Bobitz        | Ricardo Silva       |
| Patricia Merrill   | Michael E. Pralle   |
| John L. Flannery   | Joseph E. Parsons   |
| Ronald Herman      | Mark D. Kaplow      |
| Frank Ertl         | Stewart Koenigsberg |
| Kevin Korsh        |                     |

Each Attorney shall have the power and authority to do the following:

To execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Corporation with regard to any securities owned by the Corporation, General Electric Capital Corporation or any of their subsidiaries.

And, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Corporation in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Corporation without attestation and without affixation of the seal of the Corporation. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

Unless revoked by the Corporation, this Power of Attorney shall be governed under the laws of the State of New York and the authority of the Attorney hereunder shall terminate on November 15, 2004.



This Power of Attorney supersedes in its entirety the Power of Attorney granted by the Corporation on March 13, 2002 that was scheduled to expire on March 31, 2004.

IN WITNESS WHEREOF, the Corporation has caused this Power of Attorney to be executed, attested and its corporate seal to be affixed pursuant to authority granted by the Corporation's board of directors, as of the 26th of November, 2003.

(Corporate Seal)

General Electric Capital Services, Inc.

By: /s/ Brian T. McAnaney

Brian T. McAnaney, Vice President  
General Counsel and Secretary

Attest:

/s/ Keith Morgan

, Assistant Secretary