

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB NUMBER: 3235-0776  
Expires: November 30, 2001  
Estimated average burden hours  
per response . . . 16.00

FORM D

NOTICE OF SALES OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



02025131

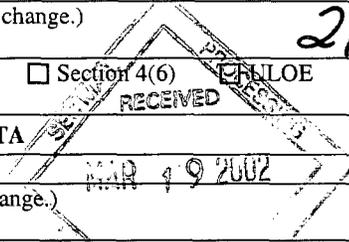
Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.)

Dresdner Kleinwort Wasserstein Voluntary Deferred Compensation Plan

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (X) Rule 506 ( ) Section 4(6) (X) ULOE

Type of Filing: (X) New Filing ( ) Amendment

21-41843



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.)

Dresdner Kleinwort Wasserstein Services LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)  
75 Wall Street New York, NY 10005

Telephone Number (Including Area Code)  
(212) 429 - 3213

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Dresdner Kleinwort Wasserstein Services LLC is a service company subsidiary of Dresdner Bank AG, a full service financial institution organized under the laws of the Federal Republic of Germany. The issuer is the sponsor of the Voluntary Deferred Compensation Plan for the U.S. employees of the banking and investment banking operations of Dresdner Bank AG.

Type of Business Organization

- ( ) corporation
- ( ) limited partnership, already formed
- (X) other (please specify): Limited Liability Company
- ( ) business trust
- ( ) limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 05 96 (X) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

PROCESSE  
APR 15 2002

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.505 or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)    Grossmann, Dr. Hartmut

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)    Harte, Francis

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)    Wright, Christopher

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)    Cappelli, Geralyn

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)    Di Mattia, Vito

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)    Dresdner Bank AG

Business or Residence Address    (Number and Street, City, State, Zip Code)

Juergen Ponto Platz 1, 60301 Frankfurt, Federal Republic of Germany

Check Box(es) that Apply:     Promoter             Beneficial Owner     Executive Officer     Director             General and/or Managing Partner

Full Name (Last name first, if individual)    Dresdner Kleinwort Wasserstein Services LLC

Business or Residence Address    (Number and Street, City, State, Zip Code)

75 Wall Street, New York, NY 10005

**B. INFORMATION ABOUT OFFERING**

- |   |                                 |   |
|---|---------------------------------|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  | Yes<br><input type="checkbox"/> | No<br><input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE.  |                                 |   |
| 2. What is the minimum investment that will be accepted from any individual? .....  | \$ 5,000.00                     |   |
| 3. Does the offering permit joint ownership of a single unit? .....   | Yes<br><input type="checkbox"/> | No<br><input checked="" type="checkbox"/> |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. |                                 |   |

Full Name (Last name first, if individual)

None.

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL ]	[AK ]	[AZ ]	[AR ]	[CA ]	[CO ]	[CT ]	[DE ]	[DC ]	[FL ]	[GA ]	[HI ]	[ID ]
[IL ]	[IN ]	[IA ]	[KS ]	[KY ]	[LA ]	[ME ]	[MD ]	[MA ]	[MI ]	[MN ]	[MS ]	[MO ]
[MT ]	[NE ]	[NV ]	[NH ]	[NJ ]	[NM ]	[NY ]	[NC ]	[ND ]	[OH ]	[OK ]	[OR ]	[PA ]
[RI ]	[SC ]	[SD ]	[TN ]	[TX ]	[UT ]	[VT ]	[VA ]	[WA ]	[WV ]	[WI ]	[WY ]	[PR ]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL ]	[AK ]	[AZ ]	[AR ]	[CA ]	[CO ]	[CT ]	[DE ]	[DC ]	[FL ]	[GA ]	[HI ]	[ID ]
[IL ]	[IN ]	[IA ]	[KS ]	[KY ]	[LA ]	[ME ]	[MD ]	[MA ]	[MI ]	[MN ]	[MS ]	[MO ]
[MT ]	[NE ]	[NV ]	[NH ]	[NJ ]	[NM ]	[NY ]	[NC ]	[ND ]	[OH ]	[OK ]	[OR ]	[PA ]
[RI ]	[SC ]	[SD ]	[TN ]	[TX ]	[UT ]	[VT ]	[VA ]	[WA ]	[WV ]	[WI ]	[WY ]	[PR ]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL ]	[AK ]	[AZ ]	[AR ]	[CA ]	[CO ]	[CT ]	[DE ]	[DC ]	[FL ]	[GA ]	[HI ]	[ID ]
[IL ]	[IN ]	[IA ]	[KS ]	[KY ]	[LA ]	[ME ]	[MD ]	[MA ]	[MI ]	[MN ]	[MS ]	[MO ]
[MT ]	[NE ]	[NV ]	[NH ]	[NJ ]	[NM ]	[NY ]	[NC ]	[ND ]	[OH ]	[OK ]	[OR ]	[PA ]
[RI ]	[SC ]	[SD ]	[TN ]	[TX ]	[UT ]	[VT ]	[VA ]	[WA ]	[WV ]	[WI ]	[WY ]	[PR ]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0.00	\$ 0.00
Equity .....	\$ 0.00	\$ 0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0.00	\$ 0.00
Partnership Interests .....	\$ 0.00	\$ 0.00
Other (Specify: <u>Voluntary Deferred Compensation Plan</u> ) .....	\$ 3,534,855.00	\$ 3,534,855.00
Total.....	\$ 3,534,855.00	\$ 3,534,855.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	23	\$ 3,534,855.00
Non-accredited Investors .....	0	\$ 0.00
Total (for filings under Rule 504 only).....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ 0.00
Legal Fees.....	<input type="checkbox"/>	\$ 19,005.56
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 21,600.00
Engineering Fees .....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify) <u>Trust Administration</u> .....	<input type="checkbox"/>	\$ 13,927.79
Total.....	<input checked="" type="checkbox"/>	\$ 54,533.35

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

\$ 3,480,321.65

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital and general corporate purposes .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Contributions to plan trust</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 3,480,321.65
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 3,480,321.65
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ 3,480,321.65	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Dresdner Kleinwort Wasserstein Services, LLC	Signature <i>Barbara Wysocki</i>	Date 3/1/02
Name of Signer (Print or Type) Barbara Wysocki	Title of Signer (Print or Type) Director	
Issuer (Print or Type) Dresdner Kleinwort Wasserstein Services, LLC	Signature <i>Susan Summers</i>	Date 3/4/02
Name of Signer (Print or Type) Susan Summers	Title of Signer (Print or Type) Vice President	

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

**ATTENTION**

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?..... Yes  No
- See Appendix, Column 5, for state response.
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Dresdner Kleinwort Wasserstein Services, LLC	Signature <i>Barbara Wysocki</i>	Date 3/1/02
Name (Print or Type) Barbara Wysocki	Title (Print or Type) Director	
Issuer (Print or Type) Dresdner Kleinwort Wasserstein Services, LLC	Signature <i>Susan Summers</i>	Date 3/4/02
Name (Print or Type) Susan Summers	Title (Print or Type) Vice President	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in State (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	Voluntary Deferred Compensation Plan \$302,188.00	2	\$302,188.00	0	0	N/A	N/A
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	Voluntary Deferred Compensation Plan \$3,232,667.00	21	\$3,232,667.00	0	0	N/A	N/A
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									

**APPENDIX**

<b>APPENDIX</b>									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WI									
WY									
PR									

## UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, **Dresdner Kleinwort Wasserstein Services LLC**, a limited liability company formed under the laws of the State of Delaware for purposes of complying with the laws of the States indicated hereunder relating to (i) either the registration or sale of securities or (ii) the furnishing of investment advisory services, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it rising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Barbara Wysocki / Susan Summers

(Name)

Dresdner Kleinwort Wasserstein Services LLC

75 Wall Street New York, NY 10005

(Address)

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<input type="checkbox"/>	ALABAMA	Secretary of State	<input type="checkbox"/>	IDAHO	Director, Department of Finance
<input type="checkbox"/>	ALASKA	Administrator (Commissioner of Commerce and Development)	<input checked="" type="checkbox"/>	ILLINOIS	Secretary of State
<input type="checkbox"/>	ARIZONA	The Corporation Commission	<input type="checkbox"/>	INDIANA	Secretary of State
<input type="checkbox"/>	ARKANSAS	The Securities Commissioner	<input type="checkbox"/>	IOWA	Administrator (Commissioner of Insurance)
<input type="checkbox"/>	CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/>	KANSAS	Secretary of State
<input type="checkbox"/>	COLORADO	Securities Commissioner	<input type="checkbox"/>	KENTUCKY	Commissioner of Department of Financial Institutions
<input type="checkbox"/>	CONNECTICUT	Banking Commissioner of Department of Banking	<input type="checkbox"/>	LOUISIANA	Commissioner of Securities
<input type="checkbox"/>	DELAWARE	Division of Securities	<input type="checkbox"/>	MAINE	Securities Administrator
<input type="checkbox"/>	DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/>	MARYLAND	Securities Commissioner
<input type="checkbox"/>	FLORIDA	Department of Banking and Finance	<input type="checkbox"/>	MASSACHUSETTS	Secretary of the Commonwealth
<input type="checkbox"/>	GEORGIA	Commissioner of Securities	<input type="checkbox"/>	MICHIGAN	Administrator, Corporation and Securities Bureau of the Department of Commerce

___	HAWAII	Department of Commerce & Consumer Affairs	___	MINNESOTA	Department of Commerce
___	MISSISSIPPI	Secretary of State's Office	___	PENNSYLVANIA	Does not require filing of a Consent to Service of Process
___	MISSOURI	Commissioner of Securities	___	PUERTO RICO	Commissioner of Financial Institutions (Administrator)
___	MONTANA	Office of the State Auditor	___	RHODE ISLAND	Director, Department of Business Regulation
___	NEBRASKA	Director of Banking & Finance	___	SOUTH CAROLINA	Attorney (ex officio Securities Commission)
___	NEVADA	Administrator of Securities Division of the Office of the Secretary of State	___	SOUTH DAKOTA	Director, Division of Securities
___	NEW HAMPSHIRE	Secretary of State	___	TENNESSEE	Commissioner of Commerce & Insurance
___	NEW JERSEY	Chief, Bureau of Securities	___	TEXAS	Securities Commissioner
___	NEW MEXICO	Director, Securities Division of Regulation and Licensing Department	___	UTAH	Director, Division of Securities
<u>X</u>	NEW YORK	Secretary of State	___	VERMONT	Commissioner of Banking, Insurance & Securities
___	NORTH CAROLINA	Secretary of State (Administrator)	___	VIRGINIA	Clerk, State Corporation Commission
___	NORTH DAKOTA	Securities Commissioner	___	WASHINGTON	Director, Department of Financial Institutions
___	OHIO	Secretary of State	___	WEST VIRGINIA	Commissioner of Securities (Auditor of State)
___	OKLAHOMA	Securities Administrator	___	WISCONSIN	Department of Financial Institutions
___	OREGON	Director, Department of Consumer & Business Services	___	WYOMING	Secretary of State

Dated this 1 day of March, 2002

**Dresdner Kleinwort Benson North America Services LLC**

By: Barbara Wysocki  
 Barbara Wysocki  
 Director, Dresdner Kleinwort Wasserstein Services LLC

**Dresdner Kleinwort Benson North America Services LLC**

By: Susan Summers  
 Susan Summers  
 Vice President, Dresdner Kleinwort Wasserstein Services LLC

CORPORATE ACKNOWLEDGMENT

STATE OF NEW YORK )  
 )  
NEW YORK CITY )

SS:

On this 13<sup>th</sup> day of March, 2002 before me Barbara Wysocki  
(Notary) the undersigned officer, personally appeared Barbara Wysocki, known personally to me to be the Director, Dresdner Kleinwort Wasserstein Services LLC, the above named company, and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Rita Sklar  
Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires: \_\_\_\_\_

RITA SKLAR  
Notary Public, State of New York  
No. 01SK6037976  
Qualified in Queens County  
Commission Expires March 6, 2002

CORPORATE ACKNOWLEDGMENT

STATE OF NEW YORK )  
 )  
NEW YORK CITY ) SS:

On this 1<sup>st</sup> day of March, 2002 before me Susan Summers  
(Notary) the undersigned officer, personally appeared Susan Summers, known personally to me to be a Vice President of Dresdner Kleinwort Wasserstein Services LLC, the above named company, and acknowledged that she, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Rita Sklar  
Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires: \_\_\_\_\_

**RITA SKLAR**  
**Notary Public, State of New York**  
**No. 01SK6037978**  
**Qualified in Queens County**  
**Commission Expires March 6, 2002**