

Edgar Filing: MICROTUNE INC - Form SC 13D/A

MICROTUNE INC  
Form SC 13D/A  
November 21, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
SCHEDULE 13D/A  
(RULE 13D-101)

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 3)

MICROTUNE, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

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

59514P109

-----  
(CUSIP Number)

THOMAS O. HICKS  
200 CRESCENT COURT, SUITE 1600  
DALLAS, TEXAS 75201  
(214) 740-7300

-----  
(Name, address and telephone number of person  
authorized to receive notices and communications)

NOVEMBER 16, 2001

-----  
(Date of event which requires filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box. [ ]

(Continued on following pages)

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)	
	Mr. Thomas O. Hicks	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 43,685 8 SHARED VOTING POWER 5,919,731 9 SOLE DISPOSITIVE POWER 43,685 10 SHARED DISPOSITIVE POWER 5,919,731
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,963,416	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  14.8%	
14	TYPE OF REPORTING PERSON  IN	

\* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person. See Item 5.

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM 1-FOF Coinvestors Cayman, L.P.

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

(a) [ ]  
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	8	SHARED VOTING POWER
	252	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	252	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

less than 0.1%

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14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Hicks, Muse GP Partners L.A. Cayman, L.P.

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

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	0	
	8	SHARED VOTING POWER
	252	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	252	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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252

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
  
less than 0.1%

14 TYPE OF REPORTING PERSON  
  
PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
  
Hicks, Muse Latin America Fund GP Cayman, L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	252	
PERSON		

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WITH 9 SOLE DISPOSITIVE POWER  
 0  
 -----  
 10 SHARED DISPOSITIVE POWER  
 252

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 252

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
 EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 less than 0.1%

14 TYPE OF REPORTING PERSON  
 OO

\* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person. See Item 5.

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
 HMTF Equity Fund IV (1999) Cayman, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Cayman Islands

		7	SOLE VOTING POWER
	NUMBER OF SHARES		0
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
	EACH REPORTING PERSON		2,734,166
	WITH	9	SOLE DISPOSITIVE POWER
			0
		10	SHARED DISPOSITIVE POWER
			2,734,166
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,734,166		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES		
	[ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11		
	6.8%		
14	TYPE OF REPORTING PERSON		
	PN		

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)		
	HMTF Private Equity Fund IV (1999) Cayman, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
		(a) [ ]	(b) [X]
3	SEC USE ONLY		

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4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

7	SOLE VOTING POWER	0
8	SHARED VOTING POWER	19,368
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	19,368

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
19,368

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
less than 0.1%

14 TYPE OF REPORTING PERSON  
PN

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM Equity Fund IV/GP Cayman, L.P.

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

(a) [ ]  
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	8	SHARED VOTING POWER
	2,753,534	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	2,753,534	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,753,534

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
 EXCLUDES CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

6.8%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
  
 Hicks, Muse PG-IV (1999), C.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Netherlands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	145,564
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	145,564

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 145,564

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
  
 0.4%

14 TYPE OF REPORTING PERSON

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PN

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
 HM Equity Fund IV/GP Partners (1999), C.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Netherlands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	8	SHARED VOTING POWER
	145,564	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	145,564	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 145,564

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.4%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM 4-P Coinvestors Cayman, L.P.

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

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	0	
	8	SHARED VOTING POWER
	2,168	
	9	SOLE DISPOSITIVE POWER

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0

10 SHARED DISPOSITIVE POWER

2,168

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,168

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

less than 0.1%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM 4-EN Coinvestors Cayman, L.P.

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

(a) [ ]

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

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	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0	
	8	SHARED VOTING POWER	
		7,987	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		7,987	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	7,987		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11		
	less than 0.1%		
14	TYPE OF REPORTING PERSON		
	PN		

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)		
	HM 4-EQ Coinvestors Cayman, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
		(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		

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4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

7	SOLE VOTING POWER	0
8	SHARED VOTING POWER	44,691
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	44,691

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
44,691

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.1%

14 TYPE OF REPORTING PERSON  
PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

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HM GP Partners IV Cayman, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7	SOLE VOTING POWER	0
8	SHARED VOTING POWER	2,953,944
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	2,953,944

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,953,944

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
7.3%

14 TYPE OF REPORTING PERSON  
PN

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=====

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
 HM Fund IV Cayman, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0
	8	SHARED VOTING POWER
		2,953,944
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,953,944

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,953,944

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 7.3%

14 TYPE OF REPORTING PERSON  
 OO

=====

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=====

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
 HMEU 1-EN Coinvestors, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	----- 0 -----	
	8	SHARED VOTING POWER
	----- 4,574 -----	
	9	SOLE DISPOSITIVE POWER
	----- 0 -----	
	10	SHARED DISPOSITIVE POWER
	----- 4,574 -----	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,574

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

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-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 less than 0.1%  
 -----

14 TYPE OF REPORTING PERSON  
 PN  
 =====

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=====

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
 HMEU 1-EQ Coinvestors, L.P.

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

(a) [ ]  
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0
	8	SHARED VOTING POWER
		34,382
	9	SOLE DISPOSITIVE POWER
		0

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10 SHARED DISPOSITIVE POWER

34,382

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,382

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

less than 0.1%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HMEU 1-P Coinvestors, L.P.

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

(a) [ ]

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

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SHARES	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON	7,110
WITH	0
	10
	7,110

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,110

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
less than 0.1%

14 TYPE OF REPORTING PERSON  
PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
HMEU Intermediate Partners I-C, L.P.

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

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		46,066
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		46,066

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,066

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.1%

14 TYPE OF REPORTING PERSON

PN

\* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person. See Item 5.

CUSIP No. 59514P109

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Page

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HMTF Europe Fund Cayman, L.P.

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-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
N/A

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands

-----

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	-----	
	8	SHARED VOTING POWER
	2,677,458	
	-----	
	9	SOLE DISPOSITIVE POWER
	0	
	-----	
	10	SHARED DISPOSITIVE POWER
	2,677,458	
	-----	

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,677,458

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
  
6.6%

-----

14 TYPE OF REPORTING PERSON  
  
PN

=====

\* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person. See Item 5.

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Page

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
 HMTF Europe Private Fund Cayman, L.P.

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

(a) [ ]  
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	8	SHARED VOTING POWER
	32,017	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	32,017	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,017

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
 EXCLUDES CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

less than 0.1%

14 TYPE OF REPORTING PERSON

PN



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\* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person. See Item 5.

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 -----

=====

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
  
 HM PG Europe I, C.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Netherlands

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		0
BENEFICIALLY		
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		197,816
PERSON		
WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		197,816

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 197,816

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.5%

14 TYPE OF REPORTING PERSON

PN

\* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person. See Item 5.

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CUSIP No. 59514P109

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Page

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HMEU Fund I-C, Inc.

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

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 ----- 8 ----- 9 ----- 10	SOLE VOTING POWER  0 ----- SHARED VOTING POWER  2,953,357 ----- SOLE DISPOSITIVE POWER  0 ----- SHARED DISPOSITIVE POWER
--	--	--

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2,953,357

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,953,357

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
7.3%

14 TYPE OF REPORTING PERSON  
CO

\* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person. See Item 5.

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ITEM 1. SECURITY AND ISSUER

This Amendment No. 3 amends and restates the Statement on Schedule 13D filed on December 12, 2000, as amended by Amendment No. 1 filed on August 15, 2001 and by Amendment No. 2 filed on November 14, 2001 ("Amendment No. 2"). The class of equity securities to which this Schedule 13D/A (this "Statement") relates is the Common Stock par value \$0.001 per share (the "Common Stock") of Microtune, Inc. (the "Company"). The address of the Company's principal executive offices is 2540 East Plano Parkway, Suite 188, Plano, Texas 75074.

ITEM 2. IDENTITY AND BACKGROUND

(a) Name of Person(s) Filing this Statement (the "Filing Parties"):

Mr. Thomas O. Hicks;

HM 1-FOF Coinvestors Cayman, L.P., a Cayman Islands limited partnership ("HM 1-FOF");

Hicks, Muse GP Partners L.A. Cayman, L.P., a Cayman Islands limited partnership ("GP Partners L.A.");

Hicks, Muse Latin America Fund GP Cayman, L.L.C., a Cayman Islands limited liability company ("Latin America Fund");

HMTF Equity Fund IV (1999) Cayman, L.P., a Cayman Islands limited partnership ("HMTF Equity Fund");

HMTF Private Equity Fund IV (1999) Cayman, L.P., a Cayman Islands limited partnership ("HMTF Private Equity");

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HM Equity Fund IV/GP Cayman, L.P., a Cayman Islands limited partnership ("HM Equity Fund IV/GP");

Hicks, Muse PG-IV (1999), C.V., a limited partnership organized under the laws of the Netherlands ("PG-IV");

HM Equity Fund IV/GP Partners (1999), C.V., a limited partnership organized under the laws of the Netherlands ("HM Equity Partners");

HM 4-P Coinvestors Cayman, L.P., a Cayman Islands limited partnership ("HM 4-P");

HM 4-EN Coinvestors Cayman, L.P., a Cayman Islands limited partnership ("HM 4-EN");

HM 4-EQ Coinvestors Cayman, L.P., a Cayman Islands limited partnership ("HM 4-EQ");

HM GP Partners IV Cayman, L.P., a Cayman Islands limited partnership ("HM GP Partners");

HM Fund IV Cayman, LLC, a Cayman Islands limited liability company ("HM Fund IV");

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HMEU 1-EN Coinvestors, L.P., a Cayman Islands limited partnership ("HMEU 1-EN");

HMEU 1-EQ Coinvestors, L.P., a Cayman Islands limited partnership ("HMEU 1-EQ");

HMEU 1-P Coinvestors, L.P., a Cayman Islands limited partnership ("HMEU 1-P");

HMEU Intermediate Partners I-C, L.P., a Cayman Islands limited partnership ("HMEU Intermediate");

HMTF Europe Fund Cayman, L.P., a Cayman Islands limited partnership ("HMTF Europe");

HMTF Europe Private Fund Cayman, L.P., a Cayman Islands limited partnership ("HMTF Europe Private");

HM PG Europe I, C.V., a limited partnership organized under the laws of the Netherlands ("HM PG");

HMEU Fund I-C, Inc., a Cayman Islands corporation ("HMEU Fund I-C");

(b) - (c)

Mr. Thomas O. Hicks

Mr. Thomas O. Hicks is a partner of Hicks, Muse, Tate & Furst Incorporated ("Hicks Muse"), a private investment firm primarily engaged in leveraged acquisitions, recapitalizations and other investment activities. Mr. Hicks is also the sole member of Latin America Fund, which is the sole general partner of GP Partners L.A., which is the sole general partner of HM

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1-FOF. Mr. Hicks is also the sole member of HM Fund IV, which is the sole general partner of HM GP Partners, which is the sole general partner of HM 4-EQ, HM 4-EN, HM 4-P, and HM Equity Partners, which is the sole general partner of PG-IV. HM GP Partners is also the sole general partner of HM Equity Fund IV/GP, which is the sole general partner of HMTF Private Equity and HMTF Equity Fund. Mr. Hicks is also the sole member and sole director of HMEU Fund I-C, which is the sole general partner of HMTF Europe, HMTF Europe Private and HM PG. HMEU Fund I-C is also the sole general partner of HMEU Intermediate, which is the sole general partner of HMEU 1-EN, HMEU 1-EQ, and HMEU 1-P. The business address of Mr. Hicks is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950.

### HM 1-FOF

HM 1-FOF is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HM 1-FOF, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), information with respect to GP Partners L.A., the sole general partner of HM 1-FOF, is set forth below.

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### GP Partners L.A.

GP Partners L.A. is a Cayman Islands limited partnership, the principal business of which is to serve as the sole general partner in various limited partnerships, including HM 1-FOF. The business address of GP Partners L.A., which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to Latin America Fund, the sole general partner of GP Partners L.A., is set forth below.

### Latin America Fund

Latin America Fund is a Cayman Islands limited liability company, the principal business of which is serving as the sole general partner in various limited partnerships, including GP Partners L.A. The business address of Latin America Fund, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13D of the Exchange Act, information with respect to Thomas O. Hicks, the sole member of Latin America Fund, is as previously set forth in this Item 2(b).

### HMTF Equity Fund

HMTF Equity Fund is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HMTF Equity Fund, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13D of the Exchange Act, information with respect to HM Equity Fund IV/GP, the sole general partner of HMTF Equity Fund is set forth below.

### HMTF Private Equity

HMTF Private Equity is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HMTF Private Equity, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13D of the Exchange Act,

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information with respect to HM Equity Fund IV/GP, the sole general partner of HMTF Private Equity is set forth below.

### HM Equity Fund IV/GP

HM Equity Fund IV/GP is a Cayman Islands limited partnership, the principal business of which is serving as the sole general partner of various limited partnerships, including HMTF Equity Fund and HMTF Private Equity. The business address of HM Equity Fund IV/GP, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13D of the Exchange Act, information with respect to HM GP Partners, the sole general partner of HM Equity Fund IV/GP, is set forth below.

### PG-IV

PG-IV is a limited partnership organized under the laws of the Netherlands, the principal business of which is to invest directly or indirectly in various companies. The business address of PG-IV, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas

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75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HM Equity Partners, the sole general partner of PG-IV, is set forth below.

### HM Equity Partners

HM Equity Partners is a limited partnership organized under the laws of the Netherlands, the principal business of which is to serve as the sole general partner of PG-IV. The business address of HM Equity Partners, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HM GP Partners, the sole general partner of HM Equity Partners, is set forth below.

### HM 4-P

HM 4-P is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HM 4-P, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HM GP Partners, the sole general partner of HM 4-P, is set forth below.

### HM 4-EN

HM 4-EN is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HM 4-EN, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HM GP Partners, the sole general partner of HM 4-EN, is set forth below.

### HM 4-EQ

HM 4-EQ is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HM 4-EQ, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to

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Instruction C to Schedule 13 D of the Exchange Act, information with respect to HM GP Partners, the sole general partner of HM 4-EQ, is set forth below.

### HM GP Partners

HM GP Partners is a Cayman Islands limited partnership, the principal business of which is serving as the sole general partner in various limited partnerships, including HM Equity Fund IV/GP, HM Equity Partners, HM 4-P, HM 4-EN, and HM 4-EQ. The business address of HM GP Partners, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13D of the Exchange Act, information with respect to HM Fund IV, the sole general partner of HM GP Partners, is set forth below.

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### HM Fund IV

HM Fund IV is a Cayman Islands limited liability company, the principal business of which is serving as the sole general partner of HM GP Partners. The business address of HM Fund IV, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13D of the Exchange Act, information with respect to Thomas O. Hicks, the sole member of HM Fund IV, is as previously set forth in this Item 2(b).

### HMEU 1-EN

HMEU 1-EN is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HMEU 1-EN, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HMEU Intermediate, the sole general partner of HMEU 1-EN, is set forth below.

### HMEU 1-EQ

HMEU 1-EQ is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HMEU 1-EQ, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HMEU Intermediate, the sole general partner of HMEU 1-EQ, is set forth below.

### HMEU 1-P

HMEU 1-P is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HMEU 1-P, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HMEU Intermediate, the sole general partner of HMEU 1-P, is set forth below.

### HMEU Intermediate

HMEU Intermediate is a Cayman Islands limited partnership, the principal business of which is serving as the sole general partner in various limited partnerships, including HMEU 1-EN, HMEU 1-EQ and HMEU 1-P. The business address of HMEU Intermediate, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to

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HMEU Fund I-C, the sole general partner of HMEU Intermediate, is set forth below.

### HMTF Europe

HMTF Europe is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HMTF Europe, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950.

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Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HMEU Fund I-C, the sole general partner of HMTF Europe, is set forth below.

### HMTF Europe Private

HMTF Europe Private is a Cayman Islands limited partnership, the principal business of which is to invest directly or indirectly in various companies. The business address of HMTF Europe Private, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HMEU Fund I-C, the sole general partner of HMTF Europe Private, is set forth below.

### HM PG

HM PG is a limited partnership organized under the laws of the Netherlands, the principal business of which is to invest directly or indirectly in various companies. The business address of HM PG, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13 D of the Exchange Act, information with respect to HMEU Fund I-C, the sole general partner of HM PG, is set forth below.

### HMEU Fund I-C

HMEU Fund I-C is a Cayman Islands company, the principal business of which is serving as the sole general partner in various limited partnerships, including HMTF Intermediate, HMTF Europe, HMTF Europe Private, and HM PG. The business address of HMEU Fund I-C, which also serves as its principal office, is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950. Pursuant to Instruction C to Schedule 13D of the Exchange Act, the name, residence or business address, and present occupation or employment of each director, executive officer and controlling person of HMEU Fund I-C, are as follows:

Mr. Hicks is an executive officer of HMEU Fund I-C. Information with respect to Mr. Hicks is as previously set forth in this Item 2(b). In addition, each of John R. Muse, Charles W. Tate, Jack D. Furst and Dan H. Blanks is presently an executive officer of HMEU Fund I-C.

The principal business address of each Messrs. Muse, Tate, Furst and Blanks is 200 Crescent Court Suite 1600, Dallas, Texas 75201. Each of Messrs. Muse, Tate, Furst and Blanks is presently an executive officer of Hicks Muse, a private investment firm primarily engaged in leveraged acquisitions, recapitalizations and other principal investing activities.

(d) None of the Filing Parties or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).



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(e) None of the Filing Parties or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining

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future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

(f) All of the natural persons identified in this Item 2 are citizens of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On October 10, 2000, HMTF Temic/Microtune Cayman, L.P., a Cayman Islands limited partnership ("Temic"), made a pro-rata distribution without consideration, of shares of Common Stock to its partners, including the Filing Parties. Temic acquired such shares of Common Stock upon conversion of Series D and Series E Preferred Stock of the Company, which shares were purchased by Temic prior to the Company's initial public offering of the Common Stock (and registration of such Common Stock pursuant to Section 12 of the Exchange Act).

ITEM 4. PURPOSE OF TRANSACTION

The shares of Common Stock received by the Filing Parties described in Item 3 to this Statement were acquired as a result of the pro-rata distribution without consideration of shares of Common Stock of the Company from Temic to its partners and are being held by such Filing Parties for investment purposes. The Filing Parties intend to review continuously their position in the Company. Depending upon future evaluations of the business prospects of the Company and upon other developments, including, but not limited to, general economic and business conditions and stock market conditions, the Filing Parties may retain or from time to time increase their holdings or dispose of all or a portion of their holdings, subject to any applicable legal and contractual restrictions on their ability to do so.

In addition, pursuant to and in accordance with the provisions of Rule 144 promulgated under the Securities Act of 1933, the Filing Parties have and will from time to time sell shares of Common Stock. Up to and including sales made on November 16, 2001, the Filing Parties have sold shares of Common Stock in the following amounts since the filing of Amendment No. 2:

FILING PARTY	NO. OF SHARES	PRICE/SHARE (APPROXIMATE)	DATE
HMTF Europe	56,653	17.50	11/12/01
	37,391	17.60	11/13/01
	39,657	17.43	11/14/01
	37,391	17.42	11/15/01
	43,057	17.33	11/16/01

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HMTF Europe Private	677	17.50	11/12/01
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	447	17.60	11/13/01
	474	17.43	11/14/01
	447	17.42	11/15/01
	515	17.33	11/16/01
HM PG	4,186	17.50	11/12/01
	2,763	17.60	11/13/01
	2,930	17.43	11/14/01
	2,763	17.42	11/15/01
	3,181	17.33	11/16/01
HMEU 1-EQ	728	17.50	11/12/01
	480	17.60	11/13/01
	509	17.43	11/14/01
	480	17.42	11/15/01
	553	17.33	11/16/01
HMEU 1-P	150	17.50	11/12/01
	99	17.60	11/13/01
	105	17.43	11/14/01
	99	17.42	11/15/01
	114	17.33	11/16/01
HMEU 1-EN	97	17.50	11/12/01
	64	17.60	11/13/01
	68	17.43	11/14/01
	64	17.42	11/15/01
	74	17.33	11/16/01
HM 1-FOF	5	17.50	11/12/01
	3	17.60	11/13/01
	4	17.43	11/14/01
	3	17.42	11/15/01
	4	17.33	11/16/01
HMTF Equity Fund	57,853	17.50	11/12/01
	38,183	17.60	11/13/01
	40,498	17.43	11/14/01
	38,183	17.42	11/15/01
	43,968	17.33	11/16/01

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HMTF Private Equity	410	17.50	11/12/01
	271	17.60	11/13/01
	287	17.43	11/14/01
	271	17.42	11/15/01
	311	17.33	11/16/01
HM 4-EN	169	17.50	11/12/01
	112	17.60	11/13/01
	118	17.43	11/14/01
	112	17.42	11/15/01
	128	17.33	11/16/01
HM 4-P	46	17.50	11/12/01
	30	17.60	11/13/01
	32	17.43	11/14/01
	30	17.42	11/15/01
	35	17.33	11/16/01

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HM 4-EQ	946	17.50	11/12/01
	624	17.60	11/13/01
	662	17.43	11/14/01
	624	17.42	11/15/01
	719	17.33	11/16/01
PG-IV	3,080	17.50	11/12/01
	2,033	17.60	11/13/01
	2,156	17.43	11/14/01
	2,033	17.42	11/15/01
	2,341	17.33	11/16/01

In addition, the matters set forth in Item 6 below are incorporated in this Item 4 by reference as if fully set forth herein.

Except as set forth in this Item 4 (including the matters described in Item 6 below which are incorporated in this Item 4 by reference), the Filing Parties have no present plans or proposals that relate to or that would result in any actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act.

### ITEM 5. INTEREST IN SECURITIES OF ISSUER

(a)

(1) Following the transactions described in Item 4, Mr. Hicks may be deemed to beneficially own in the aggregate 5,963,416 shares of the Common Stock of the

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Company, representing approximately 14.8% of the outstanding shares of Common Stock. Of such shares, Mr. Hicks has sole voting and dispositive power with respect to 43,685 shares, and shared voting and dispositive power with respect to 5,919,731 shares as a result of the relationships described in paragraph (b) (1) below.

(2) Following the transactions described in Item 4, HM 1-FOF may be deemed to beneficially own in the aggregate 252 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HM 1-FOF has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 252 shares as a result of the relationships described in paragraph (b) (2) below.

(3) Following the transactions described in Item 4, GP Partners L.A. may be deemed to beneficially own in the aggregate 252 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, GP Partners L.A. has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 252 shares as a result of the relationships described in paragraph (b) (3) below.

(4) Following the transactions described in Item 4, Latin America Fund may be deemed to beneficially own in

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the aggregate 252 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, Latin America Fund has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 252 shares as a result of the relationships described in paragraph (b) (4) below.

(5) Following the transactions described in Item 4, HMTF Equity Fund may be deemed to beneficially own in the aggregate 2,734,166 shares of the Common Stock of the Company, representing approximately 6.8% of the outstanding shares of Common Stock. Of such shares, HMTF Equity Fund has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 2,734,166 shares as a result of the relationships described in paragraph (b) (5) below.

(6) Following the transactions described in Item 4, HMTF Private Equity may be deemed to beneficially own in the aggregate 19,368 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HMTF Private Equity has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 19,368 shares as a result of the relationships described in paragraph (b) (6) below.

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(7) Following the transactions described in Item 4, HM Equity Fund IV/GP may be deemed to beneficially own in the aggregate 2,753,534 shares of the Common Stock of the Company, representing approximately 6.8% of the outstanding shares of Common Stock. Of such shares, HM Equity Fund IV/GP has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 2,753,534 shares as a result of the relationships described in paragraph (b) (7) below.

(8) Following the transactions described in Item 4, PG-IV may be deemed to beneficially own in the aggregate 145,564 shares of the Common Stock of the Company, representing approximately 0.4% of the outstanding shares of Common Stock. Of such shares, PG-IV has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 145,564 shares as a result of the relationships described in paragraph (b) (8) below.

(9) Following the transactions described in Item 4, HM Equity Partners may be deemed to beneficially own in the aggregate 145,564 shares of the Common Stock of the Company, representing approximately 0.4% of the outstanding shares of Common Stock. Of such shares, HM Equity Partners has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 145,564 shares as a result of the relationships described in paragraph (b) (9) below.

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(10) Following the transactions described in Item 4, HM 4-P may be deemed to beneficially own in the aggregate 2,168 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HM 4-P has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 2,168 shares as a result of the relationships described in paragraph (b)(10) below.

(11) Following the transactions described in Item 4, HM 4-EN may be deemed to beneficially own in the aggregate 7,987 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HM 4-EN has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 7,987 shares as a result of the relationships described in paragraph (b)(11) below.

(12) Following the transactions described in Item 4, HM 4-EQ may be deemed to beneficially own in the aggregate 44,691 shares of the Common Stock of the Company, representing approximately 0.1% of the outstanding shares of Common Stock. Of such shares, HM 4-EQ has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 44,691 shares as a result of the relationships described in paragraph (b)(12) below.

(13) Following the transactions described in Item 4, HM GP Partners may be deemed to beneficially own in the aggregate 2,953,944 shares of the Common Stock of the

Page 34

Company, representing approximately 7.3% of the outstanding shares of Common Stock. Of such shares, HM GP Partners has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 2,953,944 shares as a result of the relationships described in paragraph (b)(13) below.

(14) Following the transactions described in Item 4, HM Fund IV may be deemed to beneficially own in the aggregate 2,953,944 shares of the Common Stock of the Company, representing approximately 7.3% of the outstanding shares of Common Stock. Of such shares, HM Fund IV has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 2,953,944 shares as a result of the relationships described in paragraph (b)(14) below.

(15) Following the transactions described in Item 4, HMEU 1-EN may be deemed to beneficially own in the aggregate 4,574 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HMEU 1-EN has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 4,574 shares as a result of the relationships

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described in paragraph (b) (15) below.

(16) Following the transactions described in Item 4, HMEU 1-EQ may be deemed to beneficially own in the aggregate 34,382 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HMEU 1-EQ has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 34,382 shares as a result of the relationships described in paragraph (b) (16) below.

(17) Following the transactions described in Item 4, HMEU 1-P may be deemed to beneficially own in the aggregate 7,110 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HMEU 1-P has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 7,110 shares as a result of the relationships described in paragraph (b) (17) below.

(18) Following the transactions described in Item 4, HMEU Intermediate may be deemed to beneficially own in the aggregate 46,066 shares of the Common Stock of the Company, representing approximately 0.1% of the outstanding shares of Common Stock. Of such shares, HMEU Intermediate has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 46,066 shares as a result of the relationships described in paragraph (b) (18) below.

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(19) Following the transactions described in Item 4, HMTF Europe may be deemed to beneficially own in the aggregate 2,677,458 shares of the Common Stock of the Company, representing approximately 6.6% of the outstanding shares of Common Stock. Of such shares, HMTF Europe has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 2,677,458 shares as a result of the relationships described in paragraph (b) (19) below.

(20) Following the transactions described in Item 4, HMTF Europe Private may be deemed to beneficially own in the aggregate 32,017 shares of the Common Stock of the Company, representing approximately less than 0.1% of the outstanding shares of Common Stock. Of such shares, HMTF Europe Private has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 32,017 shares as a result of the relationships described in paragraph (b) (20) below.

(21) Following the transactions described in Item 4, HM PG may be deemed to beneficially own in the aggregate 197,816 shares of the Common Stock of the Company, representing approximately 0.5% of the outstanding shares of Common Stock. Of such shares, HM PG has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 197,816 shares

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as a result of the relationships described in paragraph (b) (21) below.

(22) Following the transactions described in Item 4, HMEU Fund I-C may be deemed to beneficially own in the aggregate 2,953,357 shares of the Common Stock of the Company, representing approximately 7.3% of the outstanding shares of Common Stock. Of such shares, HMEU Fund I-C has sole voting and dispositive power with respect to no shares, and shared voting and dispositive power with respect to 2,953,357 shares as a result of the relationships described in paragraph (b) (22) below.

(b)

(1) Of the 43,685 shares of Common Stock for which Mr. Hicks has sole voting and dispositive power, 38,669 shares are held of record by Mr. Hicks, and 5,016 shares are held of record by Mr. Hicks as the trustee of certain trusts for the benefit of Mr. Hicks' children. Of the 5,919,731 shares of Common Stock for which Mr. Hicks has shared voting and dispositive power, 252 shares of Common Stock are owned of record by HM 1-FOF; 2,734,166 shares of Common Stock are owned of record by HMTF Equity Fund; 19,368 shares of Common Stock are owned of record by HMTF Private Equity; 145,564 shares of Common Stock are owned of record by PG-IV; 2,168 shares of Common Stock are owned of record by HM 4-P; 7,987 shares of Common Stock are owned of record by HM 4-EN; 44,691 shares of Common Stock are owned of record by HM 4-EQ; 4,574 shares of Common Stock are owned of record by HMEU 1-EN; 34,382 shares of Common Stock are owned of record by HMEU 1-EQ; 7,110 shares of Common Stock are owned of record by HMEU 1-P; 2,677,458 shares of Common Stock are owned of record by HMTF Europe; 32,017 shares of Common Stock are owned of record by HMTF

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Europe Private; 197,816 shares of Common Stock are owned of record by HM PG; 1,266 shares of Common Stock are owned of record by TOH, Jr. Ventures, Ltd.; 9,658 shares of Common Stock are owned of record by TOH Investors, L.P.; and 1,254 shares held of record by MHH Ventures, Ltd.

GP Partners L.A. is the general partner of HM 1-FOF and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock owned of record by HM 1-FOF. Latin America Fund is the general partner of GP Partners L.A. and, therefore, may be deemed to be the beneficial owner of the shares beneficially owned by GP Partners L.A. Mr. Hicks is the sole member of Latin America Fund and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Latin America Fund.

HM Equity Fund IV/GP is the general partner of HMTF Equity Fund and HMTF Private Equity and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock owned of record by HMTF Equity Fund and HMTF Private Equity. HM Equity Partners is the general partner of PG-IV, and therefore, may be deemed to be the beneficial owner of the shares of Common Stock owned of record by

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PG-IV. HM GP Partners is the general partner of HM Equity Fund IV/GP, HM Equity Partners, HM 4-EQ, HM 4-EN and HM 4-P and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by HM Equity Fund IV/GP and HM Equity Partners and may be deemed to be the beneficial owner of the shares of Common Stock owned of record by HM 4-EQ, HM 4-EN and HM 4-P. HM Fund IV is the general partner of HM GP Partners and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by HM GP Partners. Mr. Hicks is the sole director and sole member of HM Fund IV and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by HM Fund IV.

HMEU Intermediate is the general partner of HMEU 1-EN, HMEU 1-EQ and HMEU 1-P and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock held of record by HMEU 1-EN, HMEU 1-EQ, and HMEU 1-P. HMEU Fund I-C is the general partner of HMEU Intermediate, HMTF Europe, HMTF Europe Private and HM PG and, therefore, may be deemed to be the beneficial owner of the shares held of record by HMTF Europe, HMTF Europe Private and HM PG, and may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by HMEU Intermediate. Mr. Hicks is the sole director and sole member of HMEU Fund I-C and, therefore, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by HMEU Fund I-C.

TOH Management Company, LLC, a limited liability company whose sole member is Mr. Hicks, is the sole general partner of each of TOH, Jr. Ventures, Ltd., TOH Investors, L.P. and MHH Ventures, Ltd. Therefore, Mr. Hicks may be deemed to be the beneficial owner of the shares of Common Stock owned of record by TOH, Jr. Ventures, Ltd., TOH Investors, L.P. and MHH Ventures, Ltd.

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(2) Of the 252 shares of Common Stock for which HM 1-FOF has shared voting and dispositive power, 252 of such shares are held of record by HM 1-FOF.

(3) Of the 252 shares of Common Stock for which GP Partners L.A. has shared voting and dispositive power, none of such shares are held of record by GP Partners L.A., and 252 of such shares are held of record by HM 1-FOF. GP Partners L.A. is the general partner of HM 1-FOF and, therefore, may be deemed to be the beneficial owner of the shares owned of record by HM 1-FOF.

(4) Of the 252 shares of Common Stock for which Latin America Fund has shared voting and dispositive power, none of such shares are held of record by Latin America Fund, and 252 of such shares may be beneficially owned by Latin America Fund. Latin America Fund is the general partner of GP Partners L.A. and, therefore, may be deemed to be the beneficial owner of the shares beneficially owned by GP Partners L.A.

(5) Of the 2,734,166 shares of Common Stock for



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which HMTF Equity Fund has shared voting and dispositive power, 2,734,166 of such shares are held of record by HMTF Equity Fund.

(6) Of the 19,368 shares of Common Stock for which HMTF Private Equity has shared voting and dispositive power, 19,368 of such shares are held of record by HMTF Private Equity.

(7) Of the 2,753,534 shares of Common Stock for which HM Equity Fund IV/GP has shared voting and dispositive power, none of such shares are held of record by HM Equity Fund IV/GP, and 2,734,166 of such shares are held of record by HMTF Equity Fund and 19,368 of such shares are held of record by HMTF Private Equity. Equity Fund IV/GP is the general partner of HMTF Equity Fund and HMTF Private Equity and, therefore, may be deemed to be the beneficial owner of the shares owned of record by both HMTF Equity Fund and HMTF Private Equity.

(8) Of the 145,564 shares of Common Stock for which PG-IV has shared voting and dispositive power, 145,564 of such shares are held of record by PG-IV.

(9) Of the 145,564 shares of Common Stock for which HM Equity Partners has shared voting and dispositive power, none of such shares are held of record by HM Equity Partners, and 145,564 of such shares are held of record by PG-IV. HM Equity Partners is the general partner of PG-IV and, therefore, may be deemed to be the beneficial owner of the shares owned of record by PG-IV.

(10) Of the 2,168 shares of Common Stock for which HM 4-P has shared voting and dispositive power, 2,168 of such shares are held of record by HM 4-P.

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(11) Of the 7,987 shares of Common Stock for which HM 4-EN has shared voting and dispositive power, 7,987 of such shares are held of record by HM 4-EN.

(12) Of the 44,691 shares of Common Stock for which HM 4-EQ has shared voting and dispositive power, 44,691 of such shares are held of record by HM 4-EQ.

(13) Of the 2,953,944 shares of Common Stock for which HM GP Partners has shared voting and dispositive power, none of such shares are held of record by HM GP Partners, and 44,691 of such shares are held of record by HM 4-EQ, 7,987 of such shares are held of record by HM 4-EN, 2,168 of such shares are held of record by HM 4-P, 145,564 of such shares are held of record by PG-IV, 2,734,166 of such shares are held of record by HMTF Equity Fund, and 19,368 of such shares are held of record by HMTF Private Equity. HM GP Partners is the general partner of Equity Fund IV/GP which is the general partner of HMTF Equity Fund and HMTF Private Equity and, therefore, may be deemed to be the beneficial owner of the shares owned of record by both HMTF Equity Fund and HMTF Private Equity. HM GP Partners is also the general partner of HM Equity

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Partners which is the general partner of PG-IV and, therefore, may be deemed to be the beneficial owner of the shares owned of record by PG-IV. HM GP Partners is also the general partner of HM 4-EQ, HM 4-EN and HM 4-P and, therefore, may be deemed to be the beneficial owner of the shares owned of record by HM 4-EQ, HM 4-EN and HM 4-P.

(14) Of the 2,953,944 shares of Common Stock for which HM Fund IV has shared voting and dispositive power, none of such shares are held of record by HM Fund IV, and 2,953,944 of such shares may be deemed to be beneficially owned by HM Fund IV. HM Fund IV is the general partner of HM GP Partners and, therefore, may be deemed to be the beneficial owner of the shares beneficially owned by HM GP Partners.

(15) Of the 4,574 shares of Common Stock for which HMEU 1-EN has shared voting and dispositive power, 4,574 of such shares are held of record by HMEU 1-EN.

(16) Of the 34,382 shares of Common Stock for which HMEU 1-EQ has shared voting and dispositive power, 34,382 of such shares are held of record by HMEU 1-EQ.

(17) Of the 7,110 shares of Common Stock for which HMEU 1-P has shared voting and dispositive power, 7,110 of such shares are held of record by HMEU 1-P.

(18) Of the 46,066 shares of Common Stock for which HMEU Intermediate has shared voting and dispositive power, none of such shares are held of record by HMEU

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Intermediate, and 4,574 of such shares are held of record by HMEU 1-EN, 34,382 of such shares are held of record by HMEU 1-EQ and 7,110 of such shares are held of record by HMEU 1-P. HMEU Intermediate is the general partner of HMEU 1-EN, HMEU 1-EQ and HMEU 1-P and, therefore, may be deemed to be the beneficial owner of the shares owned of record by HMEU 1-EN, HMEU 1-EQ and HMEU 1-P.

(19) Of the 2,677,458 shares of Common Stock for which HMTF Europe has shared voting and dispositive power, 2,677,458 of such shares are held of record by HMTF Europe.

(20) Of the 32,017 shares of Common Stock for which HMTF Europe Private has shared voting and dispositive power, 32,017 of such shares are held of record by HMTF Europe Private.

(21) Of the 197,816 shares of Common Stock for which HM PG has shared voting and dispositive power, 197,816 of such shares are held of record by HM PG.

(22) Of the 2,953,357 shares of Common Stock for which HMEU Fund I-C has shared voting and dispositive power, none of such shares are held of record by HMEU Fund I-C, and 2,677,458 of such shares are held of record by HMTF Europe, 32,017 of such shares are held of record by HMTF Europe Private, 197,816 of such shares are held of

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record by HM PG, 4,574 of such shares are held of record by HMEU 1-EN, 34,382 of such shares are held of record by HMEU 1-EQ, and 7,110 of such shares are held of record by HMEU 1-P. HMEU Fund I-C is the general partner of HMTF Europe, HMTF Europe Private, and HM PG and, therefore, may be deemed to be the beneficial owner of the shares owned of record by HMTF Europe, HMTF Europe Private and HM PG. HMEU Fund I-C is also the general partner of HMEU Intermediate which is the general partner of HMEU 1-EN, HMEU 1-EQ, and HMEU 1-P and, therefore, may be deemed to be the beneficial owner of the shares owned of record by HMEU 1-EN, HMEU 1-EQ, and HMEU 1-P.

EACH OF THE FILING PARTIES EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OF COMMON STOCK COVERED BY THIS STATEMENT NOT OWNED BY HIM OR IT OF RECORD.

(c) See Item 4.

(d) The right to receive dividends on, and proceeds from the sale of, the shares of Common Stock held of record by the applicable Filing Parties and beneficially owned by their respective sole general partners described in paragraphs (a) and (b) above is governed by the limited partnership and limited liability agreements, as applicable, of each of such entities, and such dividends or proceeds may be distributed with respect to numerous general and limited partnership or membership interests.

(e) Not applicable.

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ITEM 6.

The rights to distributions, division of profits and other arrangements relating to the Company's securities owned of record by the applicable Filing Parties and their respective general and limited partners or members are governed exclusively by their respective limited partnership agreements and limited liability company regulations.

ITEM 7.

MATERIAL TO BE FILED AS EXHIBITS

99.1 Joint Filing Agreement dated December 12, 2000 among Mr. Thomas O. Hicks, HM 1-FOF, GP Partners L.A., Latin America Fund, HMTF Equity Fund, HMTF Private Equity, HM Equity Fund IV/GP, PG-IV, HM Equity Partners, HM 4-P, HM 4-EN, HM 4-EQ, HM GP Partners, HM Fund IV, HMEU 1-EN, HMEU 1-EQ, HMEU 1-P, HMEU Intermediate, HMTF Europe, HMTF Europe Private, HM PG and HMEU Fund I-C. (1)

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(1) Incorporated by reference to the Schedule 13D filed on behalf of Thomas O. Hicks on December 12, 2000.

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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.

November 21, 2001

-----  
Date

By: \_\_\_\_\_ \*

Thomas O. Hicks

\*By: /s/ David W. Knickel

-----  
David W. Knickel  
Attorney-in-Fact

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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.

November 21, 2001

-----  
Date

HM 1-FOF COINVESTORS CAYMAN, L.P.

By: HICKS, MUSE GP PARTNERS L.A.. CAYMAN, L.P.,  
its general partner

By: HICKS, MUSE LATIN AMERICA FUND GP CAYMAN,  
L.L.C.,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HICKS, MUSE GP PARTNERS L.A. CAYMAN, L.P.

-----

Date

By: HICKS, MUSE LATIN AMERICA FUND GP CAYMAN, L.L.C.  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel

Vice President, Treasurer and Secretary

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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.

November 21, 2001

HICKS, MUSE LATIN AMERICA FUND GP CAYMAN, L.L.C.

-----

Date

By: /s/ David W. Knickel

-----  
David W. Knickel

Vice President, Treasurer and Secretary

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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.

November 21, 2001

HMTF EQUITY FUND IV (1999) CAYMAN, L.P.

-----

Date

By: HM EQUITY FUND IV/GP CAYMAN, L.P.,  
its general partner

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HMTF PRIVATE EQUITY FUND IV (1999) CAYMAN, L.P.

-----

Date

By: HM EQUITY FUND IV/GP CAYMAN, L.P.,  
its general partner

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel

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Vice President, Treasurer and Secretary

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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.

November 21, 2001

HM EQUITY FUND IV/GP CAYMAN, L.P.

-----

Date

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HICKS, MUSE PG-IV (1999), C.V.

-----

Date

By: HM EQUITY FUND IV/GP PARTNERS (1999), C.V.,  
its general partner

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

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By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HM EQUITY FUND IV/GP PARTNERS (1999), C.V.

-----  
Date

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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



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correct.

November 21, 2001

-----

Date

HM 4-P COINVESTORS CAYMAN, L.P.

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

-----

Date

HM 4-EN COINVESTORS CAYMAN, L.P.

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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

November 21, 2001  
-----

Date

HM 4-EQ COINVESTORS CAYMAN, L.P.

By: HM GP PARTNERS IV CAYMAN, L.P.,  
its general partner

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel  
-----

David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001  
-----

Date

HM GP PARTNERS IV CAYMAN, L.P.

By: HM FUND IV CAYMAN, LLC,  
its general partner

By: /s/ David W. Knickel  
-----

David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HM FUND IV CAYMAN, LLC

-----  
Date

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HMEU 1-EN COINVESTORS, L.P.

-----  
Date

By: HMEU INTERMEDIATE PARTNERS I-C, L.P.,  
its general partner

By: HMEU FUND I-C, INC.,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001  
-----

Date

HMEU 1-EQ COINVESTORS, L.P.

By: HMEU INTERMEDIATE PARTNERS I-C, L.P.,  
its general partner

By: HMEU FUND I-C, INC.,  
its general partner

By: /s/ David W. Knickel  
-----

David W. Knickel  
Vice President, Treasurer and Secretary

Page 57

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.

November 21, 2001  
-----

Date

HMEU 1-P COINVESTORS, L.P.

By: HMEU INTERMEDIATE PARTNERS I-C, L.P.,  
its general partner

By: HMEU FUND I-C, INC.,  
its general partner

By: /s/ David W. Knickel  
-----

David W. Knickel  
Vice President, Treasurer and Secretary

Page 58

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.

November 21, 2001  
-----

Date

HMEU INTERMEDIATE PARTNERS I-C, L.P.

By: HMEU FUND I-C, INC.,  
its general partner

By: /s/ David W. Knickel  
-----

David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001  
-----

Date

HMTF EUROPE FUND CAYMAN, L.P.

By: HMEU FUND I-C, INC.,  
its general partner

By: /s/ David W. Knickel  
-----

David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HMTF EUROPE PRIVATE FUND CAYMAN, L.P.

-----

Date

By: HMEU FUND I-C, INC.,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel  
Vice President, Treasurer and Secretary

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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.

November 21, 2001

HM PG EUROPE I, C.V.

-----

Date

By: HMEU FUND I-C, INC.,  
its general partner

By: /s/ David W. Knickel

-----  
David W. Knickel

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Vice President, Treasurer and Secretary

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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.

November 21, 2001

HMEU FUND I-C, INC.

-----  
Date

By: /s/ David W. Knickel

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David W. Knickel  
Vice President, Treasurer and Secretary

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EXHIBIT INDEX

99.1 Joint Filing Agreement dated December 12, 2000 among Mr. Thomas O. Hicks, HM 1-FOF, GP Partners L.A., Latin America Fund, HMTF Equity Fund, HMTF Private Equity, HM Equity Fund IV/GP, PG-IV, HM Equity Partners, HM 4-P, HM 4-EN, HM 4-EQ, HM GP Partners, HM Fund IV, HMEU 1-EN, HMEU 1-EQ, HMEU 1-P, HMEU Intermediate, HMTF Europe, HMTF Europe Private, HM PG and HMEU Fund I-C. (1)

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(1) Incorporated by reference to the Schedule 13D filed on behalf of Thomas O. Hicks on December

12, 2000.