MIND CTI LTD Form SC 13G/A February 17, 2004

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

SCHEDULE 13G

SCHEDULE 136
UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)* Mind C.T.I. Ltd.
(Name of Issuer)
Ordinary Shares, NIS 0.01 nominal value
(Title of Class of Securities)
M7024010
(CUSIP Number)
December 31, 2003
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
[] Rule 13d-1(h)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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

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1 NAMES OF REPORTING PERSONS

[] Rule 13d-1(c) [X] Rule 13d-1(d)

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	Summit Ve	ntures V	7, L.P.					
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP *	(a) [_. (b) [.				
3	SEC USE ONLY							
4	CITIZENSH	IP OR PI	ACE OF ORGANIZATION					
	Delaware	limited	partnership					
		5	SOLE VOTING POWER					
MIMDE	D 0E		0 shares					
SHAR		6	SHARED VOTING POWER					
DENEFIC OWNED	ВУ		1,256,200 shares					
EAC REPOR	TING	7	SOLE DISPOSITIVE POWER					
PERS WIT			0 shares					
		8	SHARED DISPOSITIVE POWER					
			1,256,200 shares					
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	1,256,200	shares						
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
	6.07%							
12	TYPE OF R	EPORTING	PERSON *					
	PN							
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			Page 2 of 44 pages					
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	O. M70240			PAGE 3 OF 44 PAGE				
1	NAMES OF I		IG PERSONS ITION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	==			
	Summit V	Companic	on Fund, L.P.					
2	CHECK THE	APPROPE	RIATE BOX IF A MEMBER OF A GROUP *	(a) [1			

					(b)	[_]		
3	SEC USE ON	Ţλ						
4	 CITIZENSHI	 P OR PL <i>P</i>	ACE OF ORGANIZATION					
	Delaware l	imited p	partnership					
		5	SOLE VOTING POWER					
			0 shares					
NUMBI SHAI	ER OF RES	6	SHARED VOTING POWER					
BENEFIC OWNER			1,256,200 shares					
EAC REPOR	CH RTING	7	SOLE DISPOSITIVE POWER					
PERS WIT			0 shares					
		8	SHARED DISPOSITIVE POWER					
			1,256,200 shares					
9	AGGREGATE A	 AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON				
	1,256,200 s	shares						
10	CHECK BOX	 IF THE <i>P</i>	AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	ERTAIN S	SHARES	*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
	6.07%							
12	TYPE OF REI	PORTING	PERSON *					
	PN							
======		*SEE	::::::::::::::::::::::::::::::::::					
			Page 3 of 44 pages					
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CUSIP N	NO. M702401) =	13G PA ==	GE 4 OF	44 PA	GES ====		
				.======				
1	NAMES OF RI		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES O	NLY)				
	Summit Part	ners V,	L.P.					
2	CHECK THE A	 APPROPRI	TATE BOX IF A MEMBER OF A GROUP *			[_]		
3	SEC USE ON							

4	CITIZENSHIP	OR PL	ACE OF ORGANIZATION	
	Delaware li	.mited	partnership	
		5	SOLE VOTING POWER	
NILIMO			0 shares	
SHAI		6	SHARED VOTING POWER	
OWNE	D BY		1,256,200 shares	
	RTING	7	SOLE DISPOSITIVE POWER	
PER: WI:			0 shares	
		8	SHARED DISPOSITIVE POWER	
			1,256,200 shares	
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTIN	NG PERSON
	1,256,200 s	hares		
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDI	ES CERTAIN SHARES *
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW 9	
	6.07%			
12	TYPE OF REP	ORTING	PERSON *	
	PN			
=====		 *SE	E INSTRUCTIONS BEFORE FILLING OUT!	
			Page 4 of 44 pages	
CUSIP 1	 NO. M7024010	=	13G	PAGE 5 OF 44 PAGES
=====		=		
1	NAMES OF RE		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE	ES ONLY)
	Summit Part	ners,		
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP *	(a) [_] (b) [_]
3	SEC USE ONL			
4		OR PI	ACE OF ORGANIZATION	

	Delaware li	mited 1	liability company			
		5	SOLE VOTING POWER			
MIIMDI	ED OF		0 shares			
SHAF	_	6	SHARED VOTING POWER			
OWNEL) BY		1,256,200 shares			
	RTING	7	SOLE DISPOSITIVE POWER			
PERS WIJ			0 shares			
		8	SHARED DISPOSITIVE POWER			
			1,256,200 shares			
9	AGGREGATE A	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	G PERSON		
	1,256,200 s	hares				
10	CHECK BOX I	F F THE <i>F</i>	AGGREGATE AMOUNT IN ROW (9) EXCLUDE.			ES *
11	PERCENT OF	 CLASS F	REPRESENTED BY AMOUNT IN ROW 9			
	6.07%					
12	TYPE OF REP	ORTING	PERSON *			
	CO					
======		*SEE	E INSTRUCTIONS BEFORE FILLING OUT!	======	=====	=====
			Page 5 of 44 pages			
CUSIP N	 NO. M7024010		13G	PAGE 6	===== OF 44 !	===== PAGES
======	-=======			======		=====
1	NAMES OF RE		G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)		
	Summit V Ad	visors	Fund (QP), L.P.			
2	CHECK THE A	PPROPRI	IATE BOX IF A MEMBER OF A GROUP *			۰
					()	a) [_] b) [_
3	SEC USE ONL					
4	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION			
	Delaware li	mited p	partnership			
		5	SOLE VOTING POWER			

MIMPE	0.00		0 shares						
NUMBER OF SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER						
			1,256,200 shares						
EAC! REPOR'		7	SOLE DISPOSITIVE POWER						
PERSO WIT			0 shares						
		8	SHARED DISPOSITIVE POWER						
			1,256,200 shares						
9	AGGREGATE A	 MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	 G PERSON					
	1,256,200 s	hares							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *								
11	PERCENT OF	 CLASS R	EPRESENTED BY AMOUNT IN ROW 9						
	6.07%								
12	TYPE OF REP	ORTING	PERSON *						
	PN								
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			Page 6 of 44 pages						
	O. M7024010 =======		13G	PAGE 7 OF 44 PAG	GES ====				
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1	NAMES OF RE I.R.S. IDEN		PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)					
	Summit V Ad	visors	Fund, L.P.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *								
					[_]				
3	SEC USE ONL	Y							
4	CITIZENSHIP	OR PLA	CE OF ORGANIZATION						
	Delaware li	mited p	artnership						
		5	SOLE VOTING POWER						
			0 shares						
NUMBE SHARI		6	SHARED VOTING POWER						
BENEFIC		J							

OWNED			1,256,200 shares				
REPOR	EACH REPORTING		SOLE DISPOSITIVE POWER				
PERS WIT			0 shares				
		8	SHARED DISPOSITIVE POWER				
			1,256,200 shares				
9	AGGREGATE A	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	G PERSON			
	1,256,200 s	hares					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * [_]						
11	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW 9				
	6.07%						
12	TYPE OF REF	ORTING	PERSON *				
	PN						
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			Page 7 of 44 pages				
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	O. M7024010		13G	PAGE 8 OF 44 PAGES			
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1	NAMES OF REIR.S. IDEN		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)			
	Summit Inve	stors 1	III, L.P.				
2	CHECK THE A	 APPROPRI	IATE BOX IF A MEMBER OF A GROUP *				
				(a) [_] (b) [_]			
3	SEC USE ONI	 ₋ У					
4	CITIZENSHIE	OR PLA	ACE OF ORGANIZATION				
	Delaware li	.mited p	partnership				
		 5	SOLE VOTING POWER				
			0 shares				
NUMBE SHAR		6	SHARED VOTING POWER				
BENEFIC OWNED			1,256,200 shares				
EAC REPOR		7	SOLE DISPOSITIVE POWER				
PERS							

WITH			0 shares						
		8	SHARED DISPOSITIVE POWER						
			1,256,200 shares						
9	AGGREGATE A	AMOUNT	BENEFICIALLY OWNED BY EACH REPOR	RTING PERSON					
	1,256,200	shares							
10	CHECK BOX	IF THE .	AGGREGATE AMOUNT IN ROW (9) EXCI	LUDES CERTAIN SHARES *					
11	PERCENT OF	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
	6.07%	6.07%							
12	TYPE OF REI	PORTING	PERSON *						
	PN								
======		*SE	E INSTRUCTIONS BEFORE FILLING OU	======================================					
			Page 8 of 44 pages						
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	IO. M7024010		13G	PAGE 9 OF 44 PAGES					
1			G PERSONS FION NOS. OF ABOVE PERSONS (ENT	ITIES ONLY)					
	E. Roe Star	mps, IV							
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP	*					
				(a) [_] (b) [_]					
3	SEC USE ON	 LY							
4	CITIZENSHI	P OR PL	ACE OF ORGANIZATION						
	United Stat	tes							
		 5	SOLE VOTING POWER						
			0 shares						
NUMBE SHAR	ER OF RES	6	SHARED VOTING POWER						
BENEFIC OWNED			1,256,200 shares						
EAC REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0 shares						
		8	SHARED DISPOSITIVE POWER						

1,256,200 shares

9								
	AGGREGATE AM	OUNT B	ENEFICIALLY OWNER	D BY EACH	REPORTING	PERSON		
	1,256,200 sh	ares						
10	CHECK BOX IF	THE A	GGREGATE AMOUNT	IN ROW (9)	EXCLUDES	CERTAIN	SHARES	· · · · · · · · · · · · · · · · · · ·
11	PERCENT OF C	 LASS R	PRESENTED BY AMO	 OUNT IN RO	 W 9			
	6.07%							
12	TYPE OF REPO	RTING	PERSON *					
	IN							
		*SEE	INSTRUCTIONS BEE	FORE FILLI	NG OUT!			
			Page 9 of 44	4 pages				
CUSIP N	M7024010		13G			PAGE 10	====== OF 44 F ======	
1	NAMES OF REP I.R.S. IDENT Stephen G. W	IFICAT	ON NOS. OF ABOVE			ONLY)	=====	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (a) [_]							
2	CHECK THE AP	PROPRI	ATE BOX IF A MEMI	BER OF A G	ROUP *			
	CHECK THE AP SEC USE ONLY		TE BOX IF A MEMI	BER OF A G	ROUP *			
3	SEC USE ONLY	 OR PLA	TE BOX IF A MEMI		ROUP *			
3	SEC USE ONLY	 OR PLA s	CE OF ORGANIZATIO	 ON	ROUP *			
3	SEC USE ONLY	 OR PLA	CE OF ORGANIZATION	 ON	ROUP *			
3 4	SEC USE ONLY CITIZENSHIP United State	 OR PLA s 5	CE OF ORGANIZATION SOLE VOTING POWE	ON ER	ROUP *			
3 4 NUMBE SHAR BENEFIC	SEC USE ONLY CITIZENSHIP United State CR OF - RES CIALLY	 OR PLA s	CE OF ORGANIZATION SOLE VOTING POWE On shares SHARED VOTING PO	ON ER OWER				
3 4 NUMBE SHAR BENEFIC OWNED EAC	SEC USE ONLY CITIZENSHIP United State CR OF - RES CIALLY D BY CH -	OR PLA S 5	CE OF ORGANIZATION SOLE VOTING POWE O shares SHARED VOTING PO	DNER				
3 4 NUMBE SHAR BENEFIC OWNED EAC	SEC USE ONLY CITIZENSHIP United State CR OF - RES CIALLY D BY CH - RTING	 OR PLA s 5	CE OF ORGANIZATION SOLE VOTING POWE O shares SHARED VOTING PO	DNER				
NUMBE SHAR BENEFIC OWNED EAC REPOR	SEC USE ONLY CITIZENSHIP United State CR OF - RES CIALLY O BY CH - CTING	OR PLA S 5	CE OF ORGANIZATION SOLE VOTING POWE O shares SHARED VOTING PO	DNER				
3 4 NUMBE SHAR BENEFIC OWNED EAC REPOR PERS	SEC USE ONLY CITIZENSHIP United State CR OF - RES CIALLY O BY CH - CTING	OR PLA S 5	CE OF ORGANIZATION SOLE VOTING POWE 0 shares SHARED VOTING PO 1,256,200 shares SOLE DISPOSITIVE	DN ER DWER S POWER				[_] [_]

	1,256,200	shares			
10	CHECK BOX	 IF THE 2	AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN	I SHARES *
11	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW 9		
	6.07%				
12	TYPE OF RE	 PORTING	PERSON *		
	IN				
=====		*SEI	E INSTRUCTIONS BEFORE FILLING OUT!	=======	:=======
			Page 10 of 44 pages		
	NO. M702401	= 0 =	13G	PAGE 11	OF 44 PAGES
1	NAMES OF R		G PERSONS IION NOS. OF ABOVE PERSONS (ENTITIE	====== S ONLY)	:======
Gregory M. Avis					
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP *		(a) [_] (b) [_]
3	SEC USE ON	LY			
4	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION		
	United Sta	tes 			
		5	SOLE VOTING POWER		
NIIMRI	ER OF		0 shares		
SHA	RES	6	SHARED VOTING POWER		
BENEFI OWNE	D BY		1,256,200 shares		
	RTING	7	SOLE DISPOSITIVE POWER		
PER: WI			0 shares		
		8	SHARED DISPOSITIVE POWER		
			1,256,200 shares		
9	AGGREGATE	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTIN	G PERSON	
	1,256,200	shares			
10	CHECK BOX	 IF THE 2	AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN	 1 SHARES *

11	PERCENT C	F CLASS F	REPRESENTED BY AMOUNT IN ROW 9	
	6.07%			
12	TYPE OF F	REPORTING	PERSON *	
	IN			
		*SEE	INSTRUCTIONS BEFORE FILLING OUT!	
			Page 11 of 44 pages	
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	NO. M70240		13G	PAGE 12 OF 44 PAGES
1	NAMES OF I.R.S. ID		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Martin J.	Mannion		
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP *	
				(a) [_] (b) [_]
3	SEC USE C	NLY		
4	CITIZENSH	IIP OR PLA	ACE OF ORGANIZATION	
	United St	ates		
		5	SOLE VOTING POWER	
			0 shares	
NUMBE SHAF	ER OF RES	6	SHARED VOTING POWER	
BENEFIC OWNER			1,256,200 shares	
EAC REPOF	CH RTING	7	SOLE DISPOSITIVE POWER	
PERS WIT			0 shares	
		 8	SHARED DISPOSITIVE POWER	
			1,256,200 shares	
9	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON
	1,256,200	shares		
10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
	DFDCFNT C		REPRESENTED BY AMOUNT IN ROW 9	
4.4	T 11/1/11/11 /	T CUVDO L	CHINDDINID DI MMOUNI IN KOW 3	

	6.07%							
12	TYPE OF REPORTING PERSON *							
	IN							
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			Page 12 of 44 pages					
CUSIP 1	M70240	== 10 ==	13G	PAGE 13 OF	======================================			
1	NAMES OF I.R.S. ID		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)				
	Bruce R.	Evans						
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP *		(a) [_] (b) [_]			
3	SEC USE O	NLY		,				
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
	United States							
		 5	SOLE VOTING POWER					
			0 shares					
SHA		6	SHARED VOTING POWER					
BENEFI OWNE	D BY		1,256,200 shares					
	RTING	7	SOLE DISPOSITIVE POWER					
PER: WI			0 shares					
		8	SHARED DISPOSITIVE POWER					
			1,256,200 shares					
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTIN	IG PERSON				
	1,256,200	shares						
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN S	HARES *			
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW 9					
	6.07%							
12	TYPE OF R	 EPORTING	PERSON *					

IN

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			Page 13 of 44 pages	
CUSIP NO	. M7024010		13G	PAGE 14 OF 44 PAGES
	NAMES OF RE I.R.S. IDEN Thomas S. R	TIFICAT	FION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)
			IATE BOX IF A MEMBER OF A GROUP *	(a) [_] (b) [_]
3	SEC USE ONL	Y		
	CITIZENSHIP		ACE OF ORGANIZATION	
			SOLE VOTING POWER 0 shares	
NUMBER SHARE BENEFICI OWNED	S ALLY BY	6	SHARED VOTING POWER 1,256,200 shares	
EACH REPORT PERSO WITH	ING N	7	SOLE DISPOSITIVE POWER 0 shares	
		8	SHARED DISPOSITIVE POWER 1,256,200 shares	
	AGGREGATE A		BENEFICIALLY OWNED BY EACH REPORTIN	G PERSON
	[_]		AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN SHARES *
			REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REP	ORTING		

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NC	M7024010		13G		15 OF			
1	NAMES OF RE		G PERSONS IION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY	 ()	====	====	
	Walter G. K	ortsch	ak					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (a) [_] (b) [_]							
3	SEC USE ONL	Υ						
	CITIZENSHIP United Stat		ACE OF ORGANIZATION					
		5	SOLE VOTING POWER					
			0 shares					
NUMBER SHARE		6	SHARED VOTING POWER					
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			1,256,200 shares					
		7	SOLE DISPOSITIVE POWER 0 shares					
		8	SHARED DISPOSITIVE POWER					
			1,256,200 shares 					
9	AGGREGATE A 1,256,200 s		BENEFICIALLY OWNED BY EACH REPORTIN	G PERS	SON			
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERI	 ΓAIN S	 HARE	 S *	
	PERCENT OF 6.07%	CLASS	REPRESENTED BY AMOUNT IN ROW 9					
12	TYPE OF REP		PERSON *					
	IN							
		===== *SE	E INSTRUCTIONS BEFORE FILLING OUT!	=====		====	====	
			Page 15 of 44 pages					
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1								
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
	Joseph F. I	rustey						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (a) [_] (b) [_]							
3	SEC USE ONLY							
4	CITIZENSHIF	OR PL	ACE OF ORGANIZATION					
	United Stat	es						
		5	SOLE VOTING POWER					
			0 shares					
NUMBE: SHAR	ES	6	SHARED VOTING POWER					
BENEFIC OWNED	BY		1,256,200 shares					
REPOR	EACH REPORTING		SOLE DISPOSITIVE POWER					
PERSON WITH			0 shares					
		8	SHARED DISPOSITIVE POWER					
			1,256,200 shares					
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING	G PERSON				
	1,256,200 s	hares						
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES *				
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW 9					
	6.07%							
12	TYPE OF REP	ORTING	PERSON *					
	IN							
=====		*SE	E INSTRUCTIONS BEFORE FILLING OUT!					
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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	T.W.D. IDI	SINI IF ICE	TITON NOS. OF ABOVE PERSONS (ENTITI	ES ONEI)
	Kevin P. N	Mohan		
2	CHECK THE	APPROPR	RIATE BOX IF A MEMBER OF A GROUP *	(a) [_] (b) [_]
3	SEC USE ON	1LY		
4	CITIZENSH	IP OR PI	ACE OF ORGANIZATION	
	United Sta	ates		
		5	SOLE VOTING POWER	
			0 shares	
SHAI		6	SHARED VOTING POWER	
BENEFIC OWNE	D BY		1,237,013 shares	
	RTING	7	SOLE DISPOSITIVE POWER	
PER: WI			0 shares	
		8	SHARED DISPOSITIVE POWER	
			1,237,013 shares	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTI	NG PERSON
	1,237,013	shares		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUD	ES CERTAIN SHARES *
11	PERCENT OF	 F CLASS	REPRESENTED BY AMOUNT IN ROW 9	
	5.98%			
12	TYPE OF RE	EPORTING	G PERSON *	
	IN			
=====		*SE	E INSTRUCTIONS BEFORE FILLING OUT!	
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1	NAMES OF F		G PERSONS ATION NOS. OF ABOVE PERSONS (ENTITI	ES ONLY)
	Peter Y. (Chung		

2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP *	(a) [_ (b) [_
3	SEC USE O	NLY		
4	CITIZENSH	 IP OR PL	ACE OF ORGANIZATION	
	United St	ates		
		5	SOLE VOTING POWER	
			0 shares	
SHAR		6	SHARED VOTING POWER	
BENEFIC	ВУ		1,237,013 shares	
	TING	7	SOLE DISPOSITIVE POWER	
PERS WIT			0 shares	
		8	SHARED DISPOSITIVE POWER	
			1,237,013 shares	
10	1,237,013 		AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES *
11	PERCENT O	 F CLASS		
	5.98%			
12	TYPE OF R	 EPORTING	PERSON *	
	IN			
======	=======	====== *SE	E INSTRUCTIONS BEFORE FILLING OUT!	:=========
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1	NAMES OF I		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Thomas F.	Farb		
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP *	(a) [_ (b) [_

3	SEC USE ON	ILY											
4	CITIZENSHIP OR PLACE OF ORGANIZATION												
	United Sta	tes											
		5	SOLE	VOTING	G POWE	 R							
			0 sh	ares									
NUMBE:		6	SHAR	 ED VOT1	ING PO	 WER							
BENEFIC OWNED			0 sh	ares									
EAC: REPOR		 7	SOLE	DISPOS		POWEF	 R						
PERS WIT:			0 sh	ares									
***	••	 8		 ED DISE									
		0			.03111	VE FOV	WEK						
			0 sh	ares 									
9	AGGREGATE 0 shares	AMOUNT	BENEFI	CIALLY	OWNED	BY EA	ACH R	EPORTIÌ	NG PE	RSON			
10	CHECK BOX	IF THE	AGGREG.	ATE AMO	OUNT I	N ROW	(9)	EXCLUDI	es ce	RTAIN	SH	ARE	is *
11	PERCENT OF	CLASS	REPRES	ENTED E	BY AMO	UNT IN	N ROW	9					
	0%												
12	TYPE OF RE	PORTING	PERSO	N *									
	IN												
======		*SE	E INST	RUCTION	IS BEF	ORE F	ILLIN	G OUT!		=====	:===		====
			<u>!</u>	Page 19	9 of 4	4 page	es						
	 O. M702401	0 ==			13G				PAG	==== E 20 =====			PAGE
	NAMES OF R						====			====			====
	I.R.S. IDE	NTIFICA	TION N	OS. OF	ABOVE	PERSO	ONS (ENTITI	ES ON	LY)			
	Robert V.	Walsh											
2	CHECK THE	APPROPR	RIATE B	OX IF A	A MEMB	ER OF	A GR						
													i) [_ o) [_
3	SEC USE ON										_		

Edgar Filing: MIND CTI LTD - Form SC 13G/A CITIZENSHIP OR PLACE OF ORGANIZATION United States _____ 5 SOLE VOTING POWER 0 shares NUMBER OF _____ SHARES 6 SHARED VOTING POWER BENEFICIALLY 1,237,013 shares OWNED BY _____ EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 0 shares WITH 8 SHARED DISPOSITIVE POWER 1,237,013 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,237,013 shares _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.98% TYPE OF REPORTING PERSON * ΤN ______ *SEE INSTRUCTIONS BEFORE FILLING OUT! Page 20 of 44 pages 13G CUSIP NO. M7024010 PAGE 21 OF 44 PAGES ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Scott C. Collins CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (a) [_] (b) [_] 3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

4	•	٦
ı	:	1

SOLE VOTING POWER

		Ü	JOHN VOILING LONDIN			
			0 shares			
NUMBE SHAR	ES		SHARED VOTING POWER			
BENEFIC OWNED	BY		1,237,013 shares			
EAC REPOR		7	SOLE DISPOSITIVE POWER			
PERS WIT			0 shares			
		8	SHARED DISPOSITIVE POWER			
			1,237,013 shares			
9	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,237,013 s	hares				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * [_]					
11			EPRESENTED BY AMOUNT IN ROW 9			
	5.98%					
12	TYPE OF REPORTING PERSON *					
	IN					

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13G

- Item 1(a). Name of Issuer: Mind C.T.I. Ltd.
- Item 1(b). Address of Issuer's Principal Executive Offices:
 -----Industrial Park, Building 7, Yoqneam 20692, Israel
- Item 2(a). Names of Persons Filing:

Summit Ventures V, L.P., Summit Partners V, L.P., Summit Partners, LLC, Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., Summit Investors III, L.P. and Messrs. E. Roe Stamps, IV, Stephen G. Woodsum, Gregory M. Avis, Martin J. Mannion, Bruce R. Evans, Thomas S. Roberts, Walter G. Kortschak, Joseph F. Trustey, Kevin P. Mohan, Peter Y. Chung, Thomas F. Farb, Robert V. Walsh and Scott C. Collins.

Summit Partners V, L.P. is the sole general partner of each of Summit Ventures V, L.P., Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., and Summit V Advisors Fund, L.P. Summit Partners, LLC is the sole general partner of Summit Partners V, L.P. Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts,

Kortschak, Trustey, Mohan, Chung, Walsh and Collins are individual members of Summit Partners, LLC. Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts, Kortschak and Trustey are individual general partners of Summit Investors III, L.P.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of Summit Ventures V, L.P., Summit Partners V, L.P., Summit Partners, LLC, Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., Summit Investors III, L.P. and Messrs. Stamps, Woodsum, Mannion, Evans, Roberts, Trustey, Mohan, and Walsh is Summit Partners, 222 Berkeley Street, 18th Floor, Boston, Massachusetts 02116. The address of the principal business office of Messrs. Avis, Kortschak and Chung is Summit Partners, 499 Hamilton Avenue, Palo Alto, California 94301. The address of the principal business office of Mr. Collins is Summit Partners Limited, 8 Clifford Street, London W1S 2LQ, United Kingdom.

Item 2(c). Citizenship:

Each of Summit Ventures V, L.P., Summit Partners V, L.P., Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., Summit Investors III, L.P. is a limited partnership organized under the laws of the State of Delaware. Summit Partners, LLC is a limited liability company organized under the laws of the State of Delaware. Each of Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts, Kortschak, Trustey, Mohan, Chung, Farb, Walsh and Collins is a United States citizen.

Item 2(d). Title of Class of Securities:

Ordinary Shares, NIS 0.01 nominal value

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Item 2(e). CUSIP Number: M7024010

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Each of Summit Ventures V, L.P., Summit Partners V, L.P., Summit Partners, LLC, Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., Summit Investors III, L.P. (individually an "Entity" and collectively the "Entities") may be deemed to own beneficially 1,256,200 shares of Common Stock as of December 31, 2003. Each of Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts, Kortschak and Trustey may be deemed to own beneficially 1,256,200 shares of Common Stock as of December 31, 2003. Each of Messrs. Mohan, Chung, Walsh and Collins may be deemed to own beneficially 1,237,013 shares of Common Stock as of December 31, 2003.

As of December 31, 2003, Summit Ventures V, L.P. was the record owner of 838,775 shares of Common Stock. As of December 31, 2003, Summit V Companion Fund, L.P. was the record owner of 312,126 shares of Common Stock. As of December 31, 2003, Summit V Advisors Fund (QP), L.P. was the record owner of 65,955 shares of Common Stock. As of December 31, 2003, Summit V Advisors Fund, L.P. was the record owner of 20,157 shares of Common Stock. As of December 31, 2003 Summit Investors III, L.P. was the record owner of 19,187 shares of Common Stock. The shares held of record by Summit Ventures V, L.P., Summit V Companion Fund, L.P., Summit V Advisors Fund (QP), L.P., Summit V Advisors Fund, L.P., and Summit Investors III, L.P. are referred to herein collectively as the "Record Shares." By virtue of the affiliate relationships among the Entities, each Entity may be deemed to own beneficially all of the Record Shares. Hence, each Entity may be deemed to own beneficially 1,256,200 shares of Common Stock. In their capacities as individual members and general partners of Summit Partners, LLC and Summit Investors III, L.P., each of Messrs. Stamps, Woodsum, Avis, Mannion, Evans, Roberts, Kortschak and Trustey may be deemed to own beneficially 1,256,200 shares of Common Stock. In their capacities as individual members of Summit Partners, LLC, each of Messrs. Mohan, Chung, Walsh and Collins may be deemed to own beneficially 1,237,013 shares of Common Stock.

Each of the reporting persons expressly disclaims beneficial ownership of any shares of Mind C.T.I. Ltd., except in the case of Summit Ventures V,

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L.P. for the 838,775 shares which it holds of record, Summit V Companion Fund, L.P. for the 312,126 shares which it holds of record, Summit V Advisors Fund (QP), L.P. for the 65,955 shares which it holds of record, Summit V Advisors Fund, L.P. for the 20,157 shares which it holds of record and Summit Investors III, L.P. for the 19,187 shares which it holds of record.

(b) Percent of Class:

Summit Ventures V, L.P.: 6.07% Summit Partners V, L.P.: 6.07% Summit Partners, LLC: 6.07% Summit V Companion Fund, L.P.: 6.07% Summit V Advisors Fund (QP), L.P.: 6.07% Summit V Advisors Fund, L.P.: 6.07% Summit Investors III, L.P.: 6.07% E. Roe Stamps, IV: 6.07% Stephen G. Woodsum: 6.07% Gregory M. Avis: 6.07% Martin J. Mannion: 6.07% Bruce R. Evans: 6.07% Walter G. Kortschak: 6.07% Thomas S. Roberts: 6.07% Joseph F. Trustey: 6.07% Kevin P. Mohan: 5.98% Peter Y. Chung: 5.98% Robert V. Walsh: 5.98%

Scott C. Collins: 5.98%

The foregoing percentages are calculated based on the 20,686,220 Ordinary Shares and Non-Voting Ordinary Shares reported to be outstanding on a Form 6-K filed on July 16, 2003.

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote:

O shares for each reporting person

(ii) shared power to vote or to direct the vote:

Summit Ventures V, L.P.: 1,256,200 shares
Summit Partners V, L.P.: 1,256,200 shares
Summit Partners, LLC: 1,256,200 shares
Summit V Companion Fund, L.P.: 1,256,200 shares
Summit V Advisors Fund (QP), L.P.: 1,256,200 shares

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Summit V Advisors Fund, L.P.: 1,256,200 shares
Summit Investors III, L.P.: 1,256,200 shares
E. Roe Stamps, IV: 1,256,200 shares
Stephen G. Woodsum: 1,256,200 shares
Gregory M. Avis: 1,256,200 shares
Martin J. Mannion: 1,256,200 shares
Bruce R. Evans: 1,256,200 shares
Walter G. Kortschak: 1,256,200 shares
Thomas S. Roberts: 1,256,200 shares
Joseph F. Trustey: 1,256,200 shares
Kevin P. Mohan: 1,237,013 shares
Peter Y. Chung: 1,237,013 shares
Robert V. Walsh: 1,237,013 shares
Scott C. Collins: 1,237,013 shares

- (iii) sole power to dispose or direct the disposition of:
 - O shares for each reporting person
- (iv) shared power to dispose or direct the disposition of:

Summit Ventures V, L.P.: 1,256,200 shares Summit Partners V, L.P.: 1,256,200 shares Summit Partners, LLC: 1,256,200 shares Summit V Companion Fund, L.P.: 1,256,200 shares Summit V Advisors Fund (QP), L.P.: 1,256,200 shares Summit V Advisors Fund, L.P.: 1,256,200 shares Summit Investors III, L.P.: 1,256,200 shares E. Roe Stamps, IV: 1,256,200 shares Stephen G. Woodsum: 1,256,200 shares Gregory M. Avis: 1,256,200 shares Martin J. Mannion: 1,256,200 shares Bruce R. Evans: 1,256,200 shares Walter G. Kortschak: 1,256,200 shares Thomas S. Roberts: 1,256,200 shares Joseph F. Trustey: 1,256,200 shares Kevin P. Mohan: 1,237,013 shares
Peter Y. Chung: 1,237,013 shares

Robert V. Walsh: 1,237,013 shares Scott C. Collins: 1,237,013 shares

Item 5. Ownership of Five Percent or Less of a Class.

Thomas F. Farb is no longer a Reporting Person and ceased to own beneficially more than 5% of the outstanding common stock of the Issuer as of December 31, 2003.

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- Item 6. Ownership of More than Five Percent on Behalf of Another Person.

 Not Applicable.
- Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

 Not Applicable.
- Item 8. Identification and Classification of Members of the Group.

 Not Applicable. The reporting persons expressly disclaim membership in a "group" as used in 13d-1(b)(1)(ii)(J).
- Item 9. Notice of Dissolution of Group.
 ----Not Applicable.
- Item 10. Certification.

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we

certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 13, 2004.	
SUMMIT VENTURES V, L.P.	SUMMIT V COMPANION FUND, L.P.
By: Summit Partners V, L.P.	By: Summit Partners V, L.P.
By: Summit Partners, LLC	By: Summit Partners, LLC
By: *	By: *
General Partner	General Partner
SUMMIT V ADVISORS FUND (QP), L.P.	SUMMIT V ADVISORS FUND, L.P.
By: Summit Partners V, L.P.	By: Summit Partners V, L.P.
By: Summit Partners, LLC	By: Summit Partners, LLC
By: *	By: *
General Partner	General Partner
SUMMIT PARTNERS V, L.P.	SUMMIT INVESTORS III, L.P.
By: Summit Partners, LLC	By: *
By: *	General Partner
General Partner	
SUMMIT PARTNERS, LLC	*
By: *	E. Roe Stamps, IV
General Partner	
*	*
Stephen G. Woodsum	Martin J. Mannion
*	*
Gregory M. Avis	Bruce R. Evans

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*	*
Walter G. Kortschak	Thomas S. Roberts
*	*
Joseph F. Trustey	Kevin P. Mohan
*	*
Peter Y. Chung	Robert V. Walsh
*	
Scott C. Collins	
*	
Thomas F. Farb	
	*By: /s/ Stephen G. Woodsum
	Stephen G. Woodsum Attorney-in-fact
	file with the Commission, which Powers of reference. Copies of such Powers of Attorney
Page 2	28 of 44 pages
	Exhibit 1
	GD TOWN

AGREEMENT

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares Mind C.T.I. Ltd.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 13th day of February, 2004.

SUMMIT VENTURES V, L.P. SUMMIT V COMPANION FUND, L.P.

By: Summit Partners V, L.P. By: Summit Partners V, L.P.

By: Summit Partners, LLC By: Summit Partners, LLC

ву:	*	Ву	:	*
	General Partner		General Par	rtner
SUM	MIT V ADVISORS FUND (QP),	L.P. SU	MMIT V ADVISOR	RS FUND, L.P.
Ву:	Summit Partners V, L.P.	Ву	: Summit Part	ners V, L.P.
Ву:	Summit Partners, LLC	Ву	: Summit Part	ners, LLC
Ву:	*	_	•	*
	General Partner		General Par	rtner
SUM	MIT PARTNERS V, L.P.	SU	MMIT INVESTORS	S III, L.P.
Ву:	Summit Partners, LLC	Ву	:	*
By:	*		General Par	rtner
	General Partner			
SUM	MIT PARTNERS, LLC			k
ву:	*	Ε.	Roe Stamps,	
	General Partner			
		Page 29 of 44 pag	es	
	*		,	+
Ste	phen G. Woodsum	 Ma	rtin J. Mannio	on
	*		,	k
Gre	gory M. Avis	 Br	uce R. Evans	
	*		,	*
Walt	cer G. Kortschak		omas S. Robert	s
	*		,	k
Jose	eph F. Trustey		vin P. Mohan	
	*		;	+
Pete			 hert V. Walsh	

*

Scott C. Collins

*

Thomas F. Farb

*By: /s/ Stephen G. Woodsum
-----Stephen G. Woodsum
Attorney-in-fact

* Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are attached hereto as Exhibit 2.

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Exhibit 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each and any of E. Roe Stamps, IV, Stephen G. Woodsum, Gregory M. Avis, Walter G. Kortschak and Thomas F. Farb his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself individually or on behalf of each or any of Summit Ventures, L.P., SP (1984), L.P. (f/k/a Summit Partners, L.P.), Stamps, Woodsum & Co., Summit Partners' Holdings, L.P., Summit Ventures II, L.P., Summit Partners II, L.P., Stamps, Woodsum & Co. II, SV Eurofund C.V., SV International, L.P., Summit Investors, L.P., Summit Investors II, L.P., Summit Investors III, L.P., Summit Ventures III, L.P., Summit Partners III, L.P., Stamps, Woodsum & Co. III, Summit Ventures IV, L.P., Summit Partners IV, L.P., Stamps, Woodsum & Co., IV, Summit Subordinated Debt Fund, L.P., Summit Partners SD, L.P., Summit E-Tek Holdings, LLC, SW Management Corp., Summit Partners, L.P., Summit Master Company, LLC, Summit Subordinated Debt Fund II, L.P., Summit Partners SD II, LLC, Summit Ventures V, L.P., Summit Partners V, L.P., Summit Partners, LLC, Summit V Advisors Fund, L.P., Summit V Advisors Fund (QP), L.P. and Summit V Companion Fund, L.P., pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as she might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th

day of February, 2000.			
	/s/ E. Roe Stamps, IV		
	E. Roe Stamps, IV		
Commonwealth of Massachusetts)	ss:		
County of Suffolk)			
	2000, before me personally came E. Roe Stamps, described and who executed the foregoing nat he executed the same.		
[Notary Seal]	/s/ Cynthia R. Freedman		
	Notary Public		
	My Commission expires: October 20, 2000		
Pag	ge 32 of 44 pages		
IN WITNESS WHEREOF, this Power day of February, 2000.	er of Attorney has been signed as of the 7th		
	/s/ Stephen G. Woodsum		
	Stephen G. Woodsum		
Commonwealth of Massachusetts)	ss:		
County of Suffolk)			
On this 7th day of February, 2000, before me personally came Stephen G. Woodsum, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.			
[Notary Seal]	/s/ Cynthia R. Freedman		
	Notary Public		
	My Commission expires: October 20, 2000		

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the $7 \mathrm{th}$

day of February, 2000.		
		/s/ Martin J. Mannion
		Martin J. Mannion
Commonwealth of Massachusetts)) ss:	
County of Suffolk)	
	person o	, before me personally came Martin J. described and who executed the foregoing e executed the same.
[Notary Seal]		
		/s/ Cynthia R. Freedman
		Notary Public
		My Commission expires: October 20, 2000
	Page 34	of 44 pages
IN WITNESS WHEREOF, this Peday of February, 2000.	ower of	Attorney has been signed as of the 8th
		/s/ Gregory M. Avis
		Gregory M. Avis
State of California County of Santa Clara)) ss:	
On this 8th day of Februar	son des	, before me personally came Gregory M. cribed and who executed the foregoing e executed the same.
[Notary Seal]		/s/ Cynthia R. Freedman
		Notary Public
		My Commission expires: October 20, 2000

IN WITNESS WHEREOF, this Power of day of February, 2000.	Attorney has been signed as of the 7th			
	/s/ Thomas S. Roberts			
	Thomas S. Roberts			
Commonwealth of Massachusetts)				
County of Suffolk)				
On this 7th day of February, 2000, before me personally came Thomas S. Roberts, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.				
[Notary Seal]	/s/ Cynthia R. Freedman			
	Notary Public			
	My Commission expires: October 20, 2000			
Page 36	of 44 pages			
IN WITNESS WHEREOF, this Power of day of February, 2000.	Attorney has been signed as of the 7th			
	/s/ Bruce R. Evans			
	Bruce R. Evans			
Commonwealth of Massachusetts)) ss:				
County of Suffolk)				
On this 7th day of February, 2000, before me personally came Bruce R. Evans, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.				
[Notary Seal]				
	/s/ Cynthia R. Freedman			

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Notary Public

My Commission expires: October 20, 2000

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the $8 \, \mathrm{th}$ day of February, 2000.

	/s/ Walter G. Kortschak
	Walter G. Kortschak
State of California) ss:	
County of Santa Clara)	
	, before me personally came Walter G. n described and who executed the foregoing e executed the same.
[Notary Seal]	/s/ Cynthia R. Freedman
	Notary Public
	My Commission expires: October 20, 2000
Page 38	of 44 pages
IN WITNESS WHEREOF, this Power of day of February, 2000.	Attorney has been signed as of the 7th
	/s/ Joseph F. Trustey
	Joseph F. Trustey
Commonwealth of Massachusetts)) ss: County of Suffolk)	
	, before me personally came Joseph F. described and who executed the foregoing e executed the same.
[Notary Seal]	/s/ Cynthia R. Freedman
	Notary Public
	My Commission expires: October 20, 2000
Page 39	of 44 pages

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th day of February, 2000.

/s/ Kevin P. Mohan

Kevin P. Mohan Commonwealth of Massachusetts)) ss: County of Suffolk On this 7th day of February, 2000, before me personally came Kevin P. Mohan, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same. [Notary Seal] /s/ Cynthia R. Freedman _____ Notary Public My Commission expires: October 20, 2000 Page 40 of 44 pages IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 8th day of February, 2000. /s/ Peter Y. Chung _____ Peter Y. Chung Commonwealth of Massachusetts)) ss: County of Suffolk On this 8th day of February, 2000, before me personally came Peter Y. Chung, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same. [Notary Seal] /s/ Cynthia R. Freedman Notary Public My Commission expires: October 20, 2000 Page 41 of 44 pages IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th day of February, 2000. /s/ Thomas F. Farb Thomas F. Farb Commonwealth of Massachusetts)

) ss: County of Suffolk)				
On this 7th day of February, 2000, before me personally came Thomas F. Farb, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.				
[Notary Seal]	/s/ Cynthia R. Freedman			
	Notary Public			
	My Commission expires: October 20, 2000			
Page 42	of 44 pages			
IN WITNESS WHEREOF, this Power of day of February, 2003.	Attorney has been signed as of the 10th			
	/s/ Robert V. Walsh			
	Robert V. Walsh			
Commonwealth of Massachusetts)) ss: County of Suffolk)				
On this 10th day of February, 2003, before me personally came Robert V. Walsh, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.				
[Notary Seal]	/s/ Cynthia R. Freedman			
	Notary Public			
	My Commission expires: October 4, 2007			
Page 43	of 44 pages			
IN WITNESS WHEREOF, this Power of day of February, 2003.	Attorney has been signed as of the 11th			
	/s/ Scott C. Collins			
	Scott C. Collins			
Commonwealth of Massachusetts)) ss:				
County of Suffolk)				
On this 11th day of February, 200	3, before me personally came Scott C.			

Collins, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman
----Notary Public

My Commission expires: October 4, 2007

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