

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

MICROTUNE INC  
Form SC 13D/A  
December 05, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 4)

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 30, 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 23,298 8 SHARED VOTING POWER 5,040,088 9 SOLE DISPOSITIVE POWER 23,298 10 SHARED DISPOSITIVE POWER 5,040,088
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,063,386	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  12.5%	
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

NUMBER OF SHARES	7	SOLE VOTING POWER
	0	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	217	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	217	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

217

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

	7	SOLE VOTING POWER
NUMBER OF SHARES		0
BENEFICIALLY		
OWNED BY	8	SHARED VOTING POWER
EACH		217
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		0

	10	SHARED DISPOSITIVE POWER
		217

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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217

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER
	0	
	8	SHARED VOTING POWER
	217	

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WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		217

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
217

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		2,329,191
	WITH	9	SOLE DISPOSITIVE POWER
			0
		10	SHARED DISPOSITIVE POWER
			2,329,191
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,329,191		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11		
	5.8%		
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
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	8	SHARED VOTING POWER
	16,499	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	16,499	

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
16,499

-----

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
	2,345,690	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	2,345,690	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,345,690

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

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.8%

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	124,004
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	124,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 124,004

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
  
 0.3%

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 124,004 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 124,004
--	-------------------	--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 124,004

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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

0.3%

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 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

	7	SOLE VOTING POWER
NUMBER OF SHARES	0	
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH REPORTING PERSON	1,847	
WITH	9	SOLE DISPOSITIVE POWER

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0

10 SHARED DISPOSITIVE POWER

1,847

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,847

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	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	6,804
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	6,804
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,804		
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) [ ] (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	38,072
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	38,072

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
38,072

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	2,516,417
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	2,516,417

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,516,417

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
6.2%

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
		2,516,417
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,516,417

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,516,417

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 6.2%

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
		3,897
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		3,897

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,897

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
		29,288
	9	SOLE DISPOSITIVE POWER
		0

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10 SHARED DISPOSITIVE POWER

29,288

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,288

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	8 SHARED VOTING POWER
EACH	
REPORTING	6,059
PERSON	-----
WITH	9 SOLE DISPOSITIVE POWER
	0
	-----
	10 SHARED DISPOSITIVE POWER
	6,059

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,059

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

7	SOLE VOTING POWER	0
8	SHARED VOTING POWER	39,244
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	39,244

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,244

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.

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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
	-----	2,280,884
	9	SOLE DISPOSITIVE POWER
	-----	0
	10	SHARED DISPOSITIVE POWER
	-----	2,280,884

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,280,884

-----

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

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
  
5.6%

-----

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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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	0	
	8	SHARED VOTING POWER
	27,276	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	27,276	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,276

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		168,515
PERSON		
WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		168,515

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 168,515

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

0.4%

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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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  2,515,919 ----- SOLE DISPOSITIVE POWER  0 ----- SHARED DISPOSITIVE POWER
--	--	--

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2,515,919

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,515,919

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
6.2%

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. 4 amends and restates the Statement on Schedule 13D filed on December 12, 2000, as amended by Amendment No. 1 filed on August 15, 2001, by Amendment No. 2 filed on November 14, 2001 and by Amendment No. 3 filed on November 21, 2001 ("Amendment No. 3"). 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");

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

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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");

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");

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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 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

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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.

### 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.

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### 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, 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

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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 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.

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### 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 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

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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.

### 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

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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 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

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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. 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.

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### 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).

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



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(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 30, 2001, the Filing Parties have sold shares of Common Stock in the following amounts since the filing of Amendment No. 3:

FILING PARTY -----	NO. OF SHARES -----	PRICE/SHARE (APPROXIMATE) -----
HMTF Europe	56,653	17.47
	45,323	18.17
	11,331	18.00
	56,653	18.75
	226,614	20.73

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FILING PARTY -----	NO. OF SHARES -----	PRICE/SHARE (APPROXIMATE) -----
HMTF Europe Private	677	17.47
	542	18.17
	135	18.00
	667	18.75
	2,710	20.73
HM PG	4,186	17.47
	3,349	18.17

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	837	18.00
	4,186	18.75
	16,743	20.73
HMEU 1-EQ	728	17.47
	582	18.17
	146	18.00
	728	18.75
	2,910	20.73
HMEU 1-P	150	17.47
	120	18.17
	30	18.00
	150	18.75
	601	20.73
HMEU 1-EN	97	17.47
	77	18.17
	19	18.00
	97	18.75
	387	20.73
HM 1-FOF	5	17.47
	4	18.17
	1	18.00
	5	18.75
	20	20.73
HMTF Equity Fund	57,853	17.47
	46,283	18.17
	11,571	18.00
	57,853	18.75
	231,415	20.73

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FILING PARTY	NO. OF SHARES	PRICE/SHARE (APPROXIMATE)
-----	-----	-----
HMTF Private Equity	410	17.47
	328	18.17
	82	18.00
	410	18.75
	1,639	20.73
HM 4-EN	169	17.47
	135	18.17
	34	18.00
	169	18.75
	676	20.73
HM 4-P	46	17.47
	37	18.17
	9	18.00
	46	18.75
	183	20.73
HM 4-EQ	946	17.47
	756	18.17
	189	18.00
	946	18.75

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	3,782	20.73
PG-IV	3,080	17.47
	2,464	18.17
	616	18.00
	3,080	18.75
	12,320	20.73
Thomas O. Hicks*	14,772	17.89
	6,554	18.00
	3,704	20.55

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.

-----  
 \* Includes sales made for trusts for which Mr. Hicks is the trustee and certain entities for which Mr. Hicks has shared voting and dispositive power.

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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 5,063,386 shares of the Common Stock of the Company, representing approximately 12.5% of the outstanding shares of Common Stock. Of such shares, Mr. Hicks has sole voting and dispositive power with respect to 23,298 shares, and shared voting and dispositive power with respect to 5,040,088 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 217 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 217 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 217 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 217 shares as a result of the relationships described in paragraph (b) (3) below.

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(4) Following the transactions described in Item 4, Latin America Fund may be deemed to beneficially own in the aggregate 217 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 217 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 2,329,191 shares of the Common Stock of the Company, representing approximately 5.8% 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 2,329,191 shares as a result of the relationships described in paragraph (b) (5) below.

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(6) Following the transactions described in Item 4, HMTF Private Equity may be deemed to beneficially own in the aggregate 16,499 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 16,499 shares as a result of the relationships described in paragraph (b) (6) below.

(7) Following the transactions described in Item 4, HM Equity Fund IV/GP may be deemed to beneficially own in the aggregate 2,345,690 shares of the Common Stock of the Company, representing approximately 5.8% 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 2,345,690 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 124,004 shares of the Common Stock of the Company, representing approximately 0.3% 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 124,004 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 124,004 shares of the Common Stock of the Company, representing approximately 0.3% 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 124,004 shares as a result of the relationships described in paragraph (b) (9) below.

(10) Following the transactions described in Item 4, HM 4-P may be deemed to beneficially own in the aggregate 1,847 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 1,847 shares

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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 6,804 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 6,804 shares as a result of the relationships described in paragraph (b) (11) below.

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(12) Following the transactions described in Item 4, HM 4-EQ may be deemed to beneficially own in the aggregate 38,072 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 38,072 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 2,516,417 shares of the Common Stock of the Company, representing approximately 6.2% 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 2,516,417 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 2,516,417 shares of the Common Stock of the Company, representing approximately 6.2% 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 2,516,417 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 3,897 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 3,897 shares as a result of the relationships 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 29,288 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 29,288 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 6,059 shares of the Common Stock of the Company, representing approximately less

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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 6,059 shares as a result of the relationships described in paragraph (b) (17) below.

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(18) Following the transactions described in Item 4, HMEU Intermediate may be deemed to beneficially own in the aggregate 39,244 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 39,244 shares as a result of the relationships described in paragraph (b) (18) below.

(19) Following the transactions described in Item 4, HMTF Europe may be deemed to beneficially own in the aggregate 2,280,884 shares of the Common Stock of the Company, representing approximately 5.6% 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 2,280,884 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 27,276 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 27,276 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 168,515 shares of the Common Stock of the Company, representing approximately 0.4% 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 168,515 shares 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 2,515,919 shares of the Common Stock of the Company, representing approximately 6.2% 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 2,515,919 shares as a result of the relationships described in paragraph (b) (22) below.

(b)

(1) Of the 23,298 shares of Common Stock for which Mr. Hicks has sole voting and dispositive power, 20,150 shares are held of record by Mr. Hicks, and 3,148 shares are held of record by Mr. Hicks as the trustee of certain trusts for the benefit of Mr. Hicks' children. Of the 5,040,088 shares of Common Stock for which Mr. Hicks has shared voting and dispositive power, 217 shares of Common Stock are owned of record by HM 1-FOF; 2,329,191 shares of Common Stock are

owned of record by HMTF Equity Fund; 16,499 shares of Common Stock are owned of record by HMTF Private Equity; 124,004 shares of Common Stock are owned of record by PG-IV; 1,847 shares of Common Stock are owned of record by HM 4-P; 6,804 shares of Common Stock are owned of record by HM 4-EN; 38,072 shares of Common Stock are owned of record by HM 4-EQ; 3,897 shares of Common Stock are owned of record by HMEU 1-EN; 29,288 shares of Common Stock are owned of record by HMEU 1-EQ; 6,059 shares of Common Stock are owned of record by HMEU 1-P; 2,280,884 shares of Common Stock are owned of record by HMTF Europe; 27,276 shares of Common Stock are owned of record by HMTF Europe Private; 168,515 shares of Common Stock are owned of record by HM PG; 794 shares of Common Stock are owned of record by TOH, Jr. Ventures, Ltd.; 5,954 shares of Common Stock are owned of record by TOH Investors, L.P.; and 787 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 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

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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.

(2) Of the 217 shares of Common Stock for which HM 1-FOF has shared voting and dispositive power, 217 of such shares are held of record by HM 1-FOF.

(3) Of the 217 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 217 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 217 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 217 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 2,329,191 shares of Common Stock for which HMTF Equity Fund has shared voting and dispositive power, 2,329,191 of such shares are held of record by HMTF Equity Fund.

(6) Of the 16,499 shares of Common Stock for which HMTF Private Equity has shared voting and dispositive power, 16,499 of such shares are held of record by HMTF Private Equity.

(7) Of the 2,345,690 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 2,329,191 of such shares are held of record by HMTF Equity Fund and 16,499 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 124,004 shares of Common Stock for which PG-IV has shared voting and dispositive power, 124,004 of such shares are held of record by PG-IV.

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(9) Of the 124,004 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 124,004 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 1,847 shares of Common Stock for which HM 4-P has shared voting and dispositive power, 1,847 of such shares are



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held of record by HM 4-P.

(11) Of the 6,804 shares of Common Stock for which HM 4-EN has shared voting and dispositive power, 6,804 of such shares are held of record by HM 4-EN.

(12) Of the 38,072 shares of Common Stock for which HM 4-EQ has shared voting and dispositive power, 38,072 of such shares are held of record by HM 4-EQ.

(13) Of the 2,516,417 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 38,072 of such shares are held of record by HM 4-EQ, 6,804 of such shares are held of record by HM 4-EN, 1,847 of such shares are held of record by HM 4-P, 124,004 of such shares are held of record by PG-IV, 2,329,191 of such shares are held of record by HMTF Equity Fund, and 16,499 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 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 2,516,417 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 2,516,417 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 3,897 shares of Common Stock for which HMEU 1-EN has shared voting and dispositive power, 3,897 of such shares are held of record by HMEU 1-EN.

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(16) Of the 29,288 shares of Common Stock for which HMEU 1-EQ has shared voting and dispositive power, 29,288 of such shares are held of record by HMEU 1-EQ.

(17) Of the 6,059 shares of Common Stock for which HMEU 1-P has shared voting and dispositive power, 6,059 of such shares are held of record by HMEU 1-P.

(18) Of the 39,244 shares of Common Stock for which HMEU Intermediate has shared voting and dispositive power, none of such shares are held of record by HMEU Intermediate, and 3,897 of such shares are held of record by HMEU 1-EN, 29,288 of such shares are held of record by HMEU 1-EQ and 6,059 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.

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(19) Of the 2,280,884 shares of Common Stock for which HMTF Europe has shared voting and dispositive power, 2,280,884 of such shares are held of record by HMTF Europe.

(20) Of the 27,276 shares of Common Stock for which HMTF Europe Private has shared voting and dispositive power, 27,276 of such shares are held of record by HMTF Europe Private.

(21) Of the 168,515 shares of Common Stock for which HM PG has shared voting and dispositive power, 168,515 of such shares are held of record by HM PG.

(22) Of the 2,515,919 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 2,280,884 of such shares are held of record by HMTF Europe, 27,276 of such shares are held of record by HMTF Europe Private, 168,515 of such shares are held of record by HM PG, 3,897 of such shares are held of record by HMEU 1-EN, 29,288 of such shares are held of record by HMEU 1-EQ, and 6,059 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.

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(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.

### 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

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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.

December 5, 2001

By: \*

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Date

Thomas O. Hicks

\*By: /s/ David W. Knickel

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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.

December 5, 2001

HM 1-FOF COINVESTORS CAYMAN, L.P.

-----

Date

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

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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.

December 5, 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.

December 5, 2001

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

-----

Date

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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.

December 5, 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.

December 5, 2001

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

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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.

December 5, 2001

-----

Date

HM EQUITY FUND IV/GP 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.

December 5, 2001  
-----

Date

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

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

December 5, 2001  
-----

Date

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

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  
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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.

December 5, 2001

HM 4-P COINVESTORS 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

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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.

December 5, 2001

HM 4-EN COINVESTORS 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.

December 5, 2001

HM 4-EQ COINVESTORS 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.

December 5, 2001

HM GP PARTNERS IV CAYMAN, L.P.

-----

Date

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.

December 5, 2001

HM FUND IV CAYMAN, LLC

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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.

December 5, 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

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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.

December 5, 2001

HMEU 1-EQ 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.

December 5, 2001

HMEU 1-P COINVESTORS, L.P.

-----  
Date

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

By: HMEU FUND I-C, INC.,

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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.

December 5, 2001

HMEU INTERMEDIATE PARTNERS I-C, 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.

December 5, 2001

HMTF EUROPE FUND CAYMAN, L.P.

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-----  
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.

December 5, 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

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certify that the information set forth in this statement is true, complete and correct.

December 5, 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  
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.

December 5, 2001

HMEU FUND I-C, INC.

-----  
Date

By: /s/ David W. Knickel

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

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EXHIBIT INDEX

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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.