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CONEXANT SYSTEMS INC
Form 424B3
June 21, 2001

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Filed Pursuant to
Rule 424 (b) (3) and (c)
File No. 333-42500

PROSPECTUS SUPPLEMENT NO. 9 DATED JUNE 21, 2001
TO PROSPECTUS DATED AUGUST 3, 2000

CONEXANT SYSTEMS, INC.
7,651,414 SHARES
OF
COMMON STOCK
(INCLUDING THE ASSOCIATED PREFERRED SHARE PURCHASE RIGHTS)

This Prospectus Supplement should be read in conjunction with the Prospectus dated August 3, 2000 (the "Prospectus"). The table on pages 23, 24 and 25 of the Prospectus under the caption "Selling Securityholders" setting forth information concerning the selling securityholders in connection with the HotRail Acquisition is superceded by the following table:

| NAME ----- | COMMON STOCK OWNED PRIOR TO THE OFFERING ----- | COMMON STOCK OFFERED HEREIN ----- |
|--|--|---|
| HOTRAIL ACQUISITION: | | |
| 1392551 Ontario Ltd. | 32,421 | 32,421 |
| Acuitive, Inc. | 2,161 | 2,161 |
| Adimare, Louis R. | 519 | 519 |
| Ahn, Daniel H. | 7,883 | 7,883 |
| Ain, Mark Stuart | 519 | 519 |
| Ain, Ross D. | 519 | 519 |
| Albanese, Glen W. | 862 | 862 |
| Alexander, Leslie L. IRA..... | 2,595 | 2,595 |
| Al-Khaled, Dalal Khaled Zaid..... | 1,081 | 1,081 |
| Al-Khalid, Fahia & Omar Al-Nisif..... | 1,081 | 1,081 |
| Al-Khalid, Lulwa & Alya Al-Bahar..... | 1,081 | 1,081 |
| Al-Majed, Hussah A. H. | 1,081 | 1,081 |
| Al-Marzouq, Abdulwahab & Nawal Al-Marzouq..... | 1,081 | 1,081 |
| Al-Sabah, Mariam Nasser..... | 540 | 540 |
| Allen, Bradley P. and Rebecca J. Allen, Trustees of the Bradley and Rebecca Allen Trust Dated February 21, 1998 | 865 | 865 |
| Alpine Venture Fund, LP..... | 205,856 | 205,856 |
| American Pacific Ventures, Inc. | 10,015 | 10,015 |
| Avellar Estates, Ltd..... | 324 | 324 |
| Averett, James E. Jr., MD/IRA..... | 404 | 404 |
| Avista Ventures, Inc. | 10,807 | 10,807 |
| Bam, Eric..... | 235 | 235 |
| Bancroft Investments II..... | 1,038 | 1,038 |
| Bancroft Investments III..... | 1,038 | 1,038 |
| Bancroft Partners..... | 519 | 519 |
| Barr, John O. Jr. | 156 | 156 |
| Barshop, Bruce B. | 404 | 404 |

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| NAME ----- | COMMON STOCK OWNED PRIOR TO THE OFFERING ----- | COMMON STOCK OFFERED HERE ----- |
|--|--|---------------------------------------|
| Barshop, Jamie L. | 404 | 404 |
| Barshop, Steven..... | 404 | 404 |
| Baulme, Herve..... | 432 | 432 |
| Baumgartner, Janet | 270 | 270 |
| Baumgartner, Walter F. | 270 | 270 |
| Bean, Brian..... | 4,678 | 4,678 |
| Beans Plus LLC - Finance..... | 3,087* | 3,087 |
| Beans Plus LLC - SM..... | 2,329* | 2,329 |
| Binder Complex Family Trust..... | 404 | 404 |
| Blackstone Technology Partners, LLC..... | 4,323 | 4,323 |
| Bliessener, Merrylee..... | 1,543 | 1,543 |
| Boehlke, Robert J. | 519 | 519 |
| Bott, Richard H. | 1,038 | 1,038 |
| Boyadjieff, George..... | 519 | 519 |
| BP Amoco Corporation Master Trust for Employee Pension Plans | 83,659 | 83,659 |
| Broadview SLP..... | 1,038 | 1,038 |
| Bucknell University..... | 2,076 | 2,076 |
| Builder Investment Partnership..... | 811 | 811 |
| Bumgarner, Donna S. | 1,790 | 1,790 |
| Burger Family Trust, The DTD 3/25/98..... | 270 | 270 |
| Buten, Matthew IRA..... | 104 | 104 |
| BV Private Equity, Ltd. | 5,231 | 5,231 |
| Cameron, James..... | 519 | 519 |
| Campbell, Bruce..... | 618 | 618 |
| Campbell, Bruce ACF Casey Campbell U/AZ/UTMA..... | 206 | 206 |
| Campbell, Bruce ACF Christopher Campbell U/AZ/UTMA..... | 206 | 206 |
| Campbell, Bruce ACF Kyle Campbell U/AZ/UTMA..... | 206 | 206 |
| Campbell, Gordon..... | 122,778 | 122,778 |
| Campion, John E. | 3,401 | 3,401 |
| Carlsen, Dan..... | 1,029 | 1,029 |
| Carnes, James M. | 540 | 540 |
| Carr, Laurence J. | 2,022 | 2,022 |
| Carter, Wiley L. and Nancy M. Carter Trustees of the Wiley L. Carter & Nancy M. Carter Trust UDT 3/31/83..... | 104 | 104 |
| Cast Enterprises..... | 4,323 | 4,323 |
| Castle Advisers, L.P. | 1,557 | 1,557 |
| Centaur Business Inc. BVI..... | 2,161 | 2,161 |
| Central Coast Capital Holdings, Inc. | 721 | 721 |
| Ch'ien, Raymond K. F. | 432 | 432 |
| Champion International Corporation Defined Benefit & Defined Contribution Plan Master Trust..... | 32,345 | 32,345 |
| Chang, Chien C. | 519 | 519 |
| Chapman, J. A. and Leta M. Chapman Charitable Trust..... | 24,259 | 24,259 |
| Charter Ventures II, L.P. | 34,377 | 34,377 |
| Chase Venture Capital Associates, L.P. | 1,209,663 | 1,209,663 |
| Chavencap, Ltd. | 18,852 | 18,852 |
| Chiruvolu, Ravi | 1,160 | 1,160 |

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| NAME ----- | COMMON STOCK OWNED PRIOR TO THE OFFERING ----- | COMMON STO OFFERED HER ----- |
|---|--|------------------------------------|
| CIT Group/Equity Investments, Inc. | 6,484 | 6,484 |
| Cohen, Matthew S. | 519 | 519 |
| Cohen, Richard..... | 519 | 519 |
| Cohen, Richard B. | 1,081 | 1,081 |
| Cohen, Robert D. | 519 | 519 |
| Coleman, Bobby W. | 2,562 | 2,562 |
| Collins, G. Fulton III Mgmt Trust Dated 12/31/87..... | 2,022 | 2,022 |
| Comerica Bank..... | 5,892 | 5,892 |
| Cooper Revocable Trust DTD 7/26/96..... | 519 | 519 |
| Corrigan Family Trust U/D/T date June 12, 1984, The..... | 1,038 | 1,038 |
| Costa, Fran..... | 1,543 | 1,543 |
| CPS Employees' Pension Trust..... | 26,979 | 26,979 |
| Dailey, Roger E. | 404 | 404 |
| Dale, Peter..... | 130 | 130 |
| Davidson, Craig L. | 1,374 | 1,374 |
| Davidson, Mari..... | 1,374 | 1,374 |
| Davis, Jarrett L. III..... | 2,021 | 2,021 |
| Daystar Realty Limited..... | 821 | 821 |
| DeGeorge, Lawrence F. | 5,190 | 5,190 |
| Del Biaggio III, William J. | 216 | 216 |
| Delmon, Edmond S. | 4,323 | 4,323 |
| Dench, Robert H. and Gloria E. Dench, TTEE Dench Living Trust Dated June 16, 1994..... | 519 | 519 |
| Diamond Shamrock Refining and Marketing Company..... | 1,120 | 1,120 |
| Dolan, A. Barr..... | 18,852 | 18,852 |
| Dolch, Volker..... | 1,038 | 1,038 |
| Domescik, Dr. Gerald..... | 202 | 202 |
| Domescik, Dr. Gerald P/S Master Trust Northwest Radiology Consultants..... | 404 | 404 |
| Dominion Financial LLC | 61,749 | 61,749 |
| Donnelly, Edwin H. MD..... | 809 | 809 |
| Dorris, Stephanie..... | 10,292 | 10,292 |
| Douglas, J. Robert IRA Rollover..... | 404 | 404 |
| Duenner, Stephen R. and Ruthie B. | 2,022 | 2,022 |
| Eberts, Donald..... | 74,440 | 74,440 |
| Edelson, Harry..... | 1,038 | 1,038 |
| Egan, Richard..... | 23,158 | 23,158 |
| Evans, Matthew..... | 103 | 103 |
| F&M Bank & Trust Co., Co-Trustee, Edna P. Langholz 1980 Trust | 540 | 540 |
| F&W Investments 1996-II..... | 6,175 | 6,175 |
| F&W Investments 2000..... | 9,357 | 9,357 |
| FINAMA Private Equity FCPR..... | 6,484 | 6,484 |
| First Formosa II Technology Investment Corp..... | 331,429 | 331,429 |
| First Formosa Technology Investment Holding Company Limited | 107,293 | 107,293 |
| First Trust Corp. FBO Jerome W. Carlson IRA Account #183315-0001..... | 270 | 270 |

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| NAME ----- | COMMON STOCK OWNED PRIOR TO THE OFFERING ----- | COMMON STOCK OFFERED HEREIN ----- |
|---|--|---|
| Foster & Foster..... | 8,325 | 8,325 |
| Fountain, Tracy | 1,000 | 1,000 |
| Fu, Kevin J. Irrevocable Trust..... | 2,058 | 2,058 |
| Fu, Shuiti..... | 1,029 | 1,029 |
| Fu-Jing Trust created on November 23, 1999..... | 564,161 | 564,161 |
| Gallagher, Vincent E. IRA, Bear Stearns Security Corp. Custodian for..... | 415 | 415 |
| Gandhi, Gunavati..... | 4,318 | 4,318 |
| Georgia Tech Foundation Inc. | 1,500 | 1,500 |
| Gerlach & Co. | 10,807 | 10,807 |
| Goldman -- Valerine Family Trust..... | 519 | 519 |
| Gorman, Joseph T. | 1,038 | 1,038 |
| Gorman, William S. | 5,146 | 5,146 |
| Gottstein, Bernard J. | 2,022 | 2,022 |
| Goyan-Hart Family Living Trust, Jere E. Goyan or Linda L. Hart, Trustees | 1,160 | 1,160 |
| Great American Ventures LLC..... | 2,161 | 2,161 |
| Greb, Charles E. | 6,403 | 6,403 |
| Greene, Natalie F. | 20 | 20 |
| Grenon-Malzacher LLC..... | 540 | 540 |
| Gridley, Linda Bornhuetter..... | 519 | 519 |
| Gupta, Ram Paul..... | 519 | 519 |
| Gustafson, Corrie S. | 292 | 292 |
| Gutierrez, Salvador O. | 540 | 540 |
| GVC Cayman Corporation..... | 28,608 | 28,608 |
| H.E. Butt Grocery Company..... | 560 | 560 |
| Halff, Alex H. | 1,089 | 1,089 |
| Halff, Glenn A. | 93 | 93 |
| Halff, Harry A. | 93 | 93 |
| Halff, James A. | 94 | 94 |
| Hall, David M. | 216 | 216 |
| Harrison, Donald C. | 1,160 | 1,160 |
| Hart, Milledge and Patti..... | 1,081 | 1,081 |
| Hartman, Greg..... | 1,029 | 1,029 |
| Head, Andrew M. | 404 | 404 |
| Head, John F. Jr. | 404 | 404 |
| Hennessy, John M. | 519 | 519 |
| Henningsen, Lee A. | 1,038 | 1,038 |
| Hershner, Thomas L. | 216 | 216 |
| HFM Charitable Remainder Trust..... | 5,404 | 5,404 |
| Hill Family Foundation, Inc., The..... | 1,038 | 1,038 |
| Hillman, James L. | 1,029 | 1,029 |
| Hix, Thomas C. | 1,029 | 1,029 |
| Hixon, George C. | 6,204 | 6,204 |
| Hoang, Tuong..... | 1,482 | 1,482 |
| Holarud Partners 394..... | 4,043 | 4,043 |
| Hoover, Mark..... | 3,087 | 3,087 |
| Hou, David C. Trust 2/1/2000, David C. Hou, Trustee..... | 648 | 648 |

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| NAME | COMMON STOCK OWNED PRIOR TO THE OFFERING | COMMON STOCK OFFERED HERE |
|--|---|------------------------------|
| House, David L. | 104 | 104 |
| Howard, David L. | 6,204 | 6,204 |
| Hsieh, H.L. | 28,608 | 28,608 |
| Iacovone, Jack J. | 862 | 862 |
| Idanta Partners, Ltd. | 2,076 | 2,076 |
| Incaval S.A. Panama..... | 1,945 | 1,945 |
| Ingrams, LV. & R.A. | 1,081 | 1,081 |
| Innovatech Associates..... | 14,408** | 14,408 |
| Ironwood Partners, Ltd. | 1,621 | 1,621 |
| J.S. Robinson Associates..... | 1,038 | 1,038 |
| Jacobson, Alexander D. Trustee of the Jacobson Living Trust U/D/T dated 5/21/86 as Restated 2/5/97..... | 865 | 865 |
| Jaedicke, Robert K. Family Trust | 1,160 | 1,160 |
| Jath Oil Company..... | 4,043 | 4,043 |
| Jiang, Guoqing "James"..... | 2,599 | 2,599 |
| Jing, Wen..... | 411 | 411 |
| Joerger, Tricia..... | 906 | 906 |
| Johnson, Roger W. | 208 | 208 |
| Johnson, Theodore Gus..... | 571 | 571 |
| Jones, Harvey N. | 519 | 519 |
| Kallow East International S.A. | 3,234 | 3,234 |
| Kaplan, Marilyn TTEE U/A DTD 11/30/95 by Bernard Blum.... | 1,038 | 1,038 |
| Katz Family Trust, The..... | 519 | 519 |
| Kawamura, Eiji..... | 3,880 | 3,880 |
| Kaye, Eric..... | 4,678 | 4,678 |
| Keck, Chad W. IRA..... | 519 | 519 |
| Keilhacker, Kurt | 17,703 | 17,703 |
| Kenney, Vincent..... | 104 | 104 |
| Kenny, Gerard J. | 216 | 216 |
| Kertson, Richard A. & Leanna, Joint Tenants..... | 1,038 | 1,038 |
| Kiger, F. Gray Jr. | 519 | 519 |
| Klatt, Andrew K. | 1,161 | 1,161 |
| Krinsky, David and Cathy Trustees of the Krinsky Living Trust, DTD 10/20/95..... | 216 | 216 |
| Kufis, Andrew C..... | 2,058 | 2,058 |
| Kufis, James C..... | 127,248 | 127,248 |
| Kufis, James C. Kufis & Carolyn M. Kufis 1988 Trust..... | 2,058 | 2,058 |
| Kyle Investments/A Partnership..... | 2,426 | 2,426 |
| Ladensohn, David A..... | 622 | 622 |
| Ladensohn, Eliza H..... | 32 | 32 |
| Ladensohn, Kenneth R..... | 2,562 | 2,562 |
| LaFountain, Tad..... | 836 | 836 |
| Lang, Dr. William C. Jr. | 202 | 202 |
| Lang, Dr. William C. Jr., P.S. Northwest Radiology Consultants..... | 404 | 404 |
| Larson, Robert E. | 55,381 | 55,381 |
| Lauder, Gary..... | 2,161 | 2,161 |

| NAME | COMMON STOCK OWNED PRIOR TO THE OFFERING | COMMON STOCK OFFERED HERE |
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|---|--------|--------|
| Lawrence, Damon and Marian Trustees of the Lawrence Living Trust DTD December 15, 1995..... | 432 | 432 |
| Lee, C. Quincy Estate..... | 2,022 | 2,022 |
| Lee, Liang Chen..... | 21,467 | 21,467 |
| Leininger, James R. | 1,120 | 1,120 |
| Lepofsky, Robert J. | 1,038 | 1,038 |
| Levine, Larry..... | 108 | 108 |
| Levy Family Trust Dtd 2/18/83, The..... | 1,038 | 1,038 |
| Ligeti, Conner | 618 | 618 |
| Ligeti, Hunter | 618 | 618 |
| Ligeti, Kiersten | 618 | 618 |
| Ligeti, Robert | 618 | 618 |
| Lin, David Fonglu and Wand H. | 1,038 | 1,038 |
| Lirola, Bernard IRA, Bear Stearns Securities Corp. Custodian | 208 | 208 |
| Long, Junsheng..... | 1,860 | 1,860 |
| LOR, Inc..... | 20,215 | 20,215 |
| Lorton, Robert E. | 2,022 | 2,022 |
| Love, Dixie L. | 292 | 292 |
| Macricostas, Constantine..... | 519 | 519 |
| Magid, James I. | 208 | 208 |
| Mandarin, Milan..... | 2,076 | 2,076 |
| Marazita, Frank..... | 18,054 | 18,054 |
| Marshall, James R. | 2,903 | 2,903 |
| Marshall, Joseph | 823 | 823 |
| Marshall, Robert and Sarane Marshall as Trustees of the Robert Marshall and Sarane Marshall Trust U/A dated 7/21/94 | 11,276 | 11,276 |
| Martin, James N. | 540 | 540 |
| McCombs Family, LLC..... | 5,163 | 5,163 |
| McDermott, Robert F. | 2,022 | 2,022 |
| McKee, E. Stanton Jr. | 519 | 519 |
| McManus, John J. | 519 | 519 |
| McNutt, Amy Shelton Charitable Trust..... | 2,562 | 2,562 |
| McWalters, Agnes | 100 | 100 |
| McWalters, Kevin | 200 | 200 |
| McWalters, Robert | 100 | 100 |
| Mendicino, V. Frank..... | 25,429 | 25,429 |
| Michaelson, John C. | 4,378 | 4,378 |
| Mineck, John D. | 519 | 519 |
| Moody, J. Roger, Roth IRA..... | 519 | 519 |
| Moonan, Jeffrey P. | 156 | 156 |
| Moore, Gordon E. & Betty I. Moore, Trustees of the Gordon E. Moore and Betty I. Moore Trust u/a/d 10/9/73... | 2,076 | 2,076 |
| Morihiro, Koji | 8,852 | 8,852 |
| Morse, David..... | 1,081 | 1,081 |
| Mulderig, Jane F. | 809 | 809 |
| Nason, Norman A. | 5,146 | 5,146 |

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| NAME | COMMON STOCK OWNED PRIOR TO THE OFFERING | COMMON STOCK OFFERED HERE |
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| Natcan Investment Management..... | 24,259 | 24,259 |

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| | | |
|---|---------|---------|
| National Bancorp of Alaska, Inc. | 8,086 | 8,086 |
| National Christian Charitable Foundation, Inc. | 1,344 | 1,344 |
| National Industries Group..... | 3,242 | 3,242 |
| NBR -- Needham 2 Partnership..... | 1,401 | 1,401 |
| Needham & Company, Inc. | 4,186 | 4,186 |
| Needham 1997 Investment LLC..... | 2,074 | 2,074 |
| Needham Capital Partners II (Bermuda), L.P. | 1,183 | 1,183 |
| Needham Capital Partners II, L.P. | 10,831 | 10,831 |
| Needham, George A. | 4,378 | 4,378 |
| Niedland, Suzanne L. | 519 | 519 |
| Nissenbaum, Robert | 6,175 | 6,175 |
| Occhipinti, John C. | 7,883 | 7,883 |
| Occhipinti, Vincent M. | 55,381 | 55,381 |
| Olmos Partners..... | 2,426 | 2,426 |
| Onopchenco, Laura | 3,190 | 3,190 |
| Ontario Teachers' Pension Plan Board..... | 974,898 | 974,898 |
| Pacific Coast Investors, Ltd. | 262,980 | 262,980 |
| Pantazelos, Peter G. | 259 | 259 |
| Pao, Henry C. and Deborah Y. Trust Dtd 10/4/83..... | 519 | 519 |
| Pasternoster, Paul..... | 3,911 | 3,911 |
| Patil, Suhas S. | 1,038 | 1,038 |
| Perlegos, George & Angeliki..... | 519 | 519 |
| Perlegos, Gust..... | 519 | 519 |
| Phoenix Leasing Incorporated..... | 7,071 | 7,071 |
| Pickard, Wesley C. Revocable Living Trust U/A 9/25/96.... | 324 | 324 |
| Pictet & Cie (as nominee)..... | 865 | 865 |
| Poirer, Lynn..... | 111 | 111 |
| Poitras, James P. | 519 | 519 |
| Ponce, Silvia A. | 519 | 519 |
| Poppa, Ryal Robert..... | 519 | 519 |
| Positioning Strategies..... | 3,430 | 3,430 |
| Price, Peter R. | 865 | 865 |
| Prior, John J. Jr. | 3,859 | 3,859 |
| Public Institution for Social Security - Kuwait..... | 8,208 | 8,208 |
| Pywood Investment Corporation..... | 1,297 | 1,297 |
| Race, Stephen M. | 41 | 41 |
| Ragland, Ronad E. & Linda C. | 519 | 519 |
| Ready, Matt..... | 1,029 | 1,029 |
| Rees, Robert W. | 2,093 | 2,093 |
| Rees/Source Ventures #13, LLC..... | 25,721 | 25,721 |
| Rees/Source Ventures Limited Partnership #7..... | 809 | 809 |
| Rees/Source Ventures, Inc. | 1,030 | 1,030 |
| Regime de rentes du Mouvement des Caisses..... | 21,614 | 21,614 |
| Reinhold, Walter B. | 1,038 | 1,038 |
| Reiser, Jr., Robert E. IRA FBO DLJSC as custodian..... | 81 | 81 |
| Ridley, Judy L. | 2,058 | 2,058 |
| Robertson Stephens Inc. FBO U.S. Small Business | 38,685 | 38,685 |

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NAME

COMMON STOCK OWNED
PRIOR TO THE OFFERING

COMMON STOCK
OFFERED HEREIN

| | | |
|--|-------|-------|
| Administration..... | | |
| Robinson Partners..... | 1,038 | 1,038 |
| Robinson, James S. Trust u/a Dtd 1/1/82..... | 519 | 519 |

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| | | |
|--|--------|--------|
| Rogan, Paul..... | 519 | 519 |
| Rollins Investment Fund..... | 10,807 | 10,807 |
| Rollins, Gary W. | 2,161 | 2,161 |
| Rollins, R. Randall..... | 2,161 | 2,161 |
| Roselli, Robert and Linda Roselli, JtTen | 2,161 | 2,161 |
| Rothschild Bank AG, Acting as nominee..... | 865 | 865 |
| Royal Bank of Canada..... | 21,614 | 21,614 |
| S. Barshop Investments, Ltd. | 2,830 | 2,830 |
| Saalfield, James..... | 519 | 519 |
| Salient Investment L.T.D. | 1,081 | 1,081 |
| Sanderson, Stuart W. | 208 | 208 |
| Sasca Investissement..... | 1,729 | 1,729 |
| Saxe, Jon S. & Myrna G. Marshall 1997 Trust..... | 259 | 259 |
| Schroeder Family Trust, The..... | 1,038 | 1,038 |
| Schwarzer, Fred M. | 1,160 | 1,160 |
| Schweichler Associates..... | 2,058* | 2,058 |
| Seaver Partners..... | 519 | 519 |
| Seawell, A. Brooke..... | 259 | 259 |
| Selby Venture Partners, L.P. | 25,160 | 25,160 |
| Selby, Richard..... | 324 | 324 |
| Select Ventures, L.L.C..... | 270 | 270 |
| Semmes Partnership, Ltd. | 2,887 | 2,887 |
| Senner, Valerie..... | 2,210 | 2,210 |
| Sentry Insurance a Mutual Company..... | 8,646 | 8,646 |
| Shetler, Joy..... | 205 | 205 |
| Shields Jr., Thomas A. Trustee u/d/t 4-14-1999..... | 270 | 270 |
| Shoemaker Family Partner..... | 259 | 259 |
| Shriner, Donald R.and Marguerite E. Trust Agreement dated 4/25/95..... | 5,146 | 5,146 |
| Singh, Prithipal & Rajinder K. Singh, Trustees, Singh Trust UDT April 17, 1986..... | 415 | 415 |
| Smart, J. Larry & Cheryl L. as Trustees of the J. Larry & Cheryl L. Smart Revocable Trust dtd March 29, 1995 | 519 | 519 |
| Smith, Roger Living Trust..... | 324 | 324 |
| Smith, Walstein Bennett III..... | 2,058 | 2,058 |
| Spersibs L.P. | 4,043 | 4,043 |
| Staebler, Michael..... | 162 | 162 |
| State Street Bank and Trust Company as Trustee for Equifax, Inc. U.S. Retirement Income Plan..... | 26,979 | 26,979 |
| Steidel, AnnDee L..... | 42 | 42 |
| Steidel, AnnDee L., ACF Jane L. Steidel U/TX/UTMA..... | 32 | 32 |
| Stein, A.J. Trust UTD dated Oct. 14, 1983, The..... | 1,038 | 1,038 |
| Stern, Jonathan..... | 404 | 404 |
| Stewart, John G. | 4,323 | 4,323 |
| Strauch, C.S. & Nan Y. Living Trust dated 10/26/82..... | 519 | 519 |

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| NAME ----- | COMMON STOCK OWNED PRIOR TO THE OFFERING ----- | COMMON STO OFFERED HER ----- |
|------------------------------|--|------------------------------------|
| Stumberg, Diana M. | 432 | 432 |
| Stumberg, Eric B. | 432 | 432 |
| Stumberg, Jr., Louis H. | 432 | 432 |
| Stumberg, Mary Pat..... | 865 | 865 |

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|--|---------|---------|
| Sutherlin, Michael W. & Mary Lynn Sutherlin Trustees under Declaration of Trust Dtd 8/8/97..... | 519 | 519 |
| Synergy Inc. Retirement Plan Trust..... | 2,698 | 2,698 |
| Tamarind Investments, Ltd. | 2,161 | 2,161 |
| Techfund Capital II, L.P. | 187,249 | 187,249 |
| Techfund Capital Management II, LLC..... | 8,401 | 8,401 |
| Techfund Capital Management, LLC..... | 16,983 | 16,983 |
| Techfund Capital, L.P. | 185,271 | 185,271 |
| Technology Ventures Investment Fund, LLC..... | 1,898 | 1,898 |
| Testa, Richard J. | 104 | 104 |
| Therrien, Robert J. | 1,038 | 1,038 |
| Thornton, Sally B. Trust Dtd 8/14/91..... | 519 | 519 |
| Tinicum Investors..... | 1,038 | 1,038 |
| Tomita, Lane..... | 2,187 | 2,187 |
| Tompkins Family Trust, The DTD 3/16/90..... | 519 | 519 |
| Townes, David K. IRA..... | 156 | 156 |
| Trapani, Lisa C. | 823 | 823 |
| Treutlen House At New Ebenenzer | 521 | 521 |
| Trimble Navigation Limited Non Qualified Compensation Plan FBO Charles R. Trimble..... | 259 | 259 |
| Trimble, Charles R. Separate Property Trust..... | 259 | 259 |
| Trinity University..... | 10,247 | 10,247 |
| U.S Small Business Administration | 140,637 | 140,637 |
| University of Tennessee, The..... | 16,172 | 16,172 |
| USAA Investment Management Company..... | 42,422 | 42,422 |
| Vadasz Investment Trust dtd 3/15/99, Cindy S. Butler Trustee | 519 | 519 |
| Van Der Wansem, Paul J. | 519 | 519 |
| Van Horne, Charles H. | 216 | 216 |
| Varner, Roseanne Hirsch..... | 519 | 519 |
| Vaughn, David E. | 270 | 270 |
| Veerappan, Armachalam..... | 3,742 | 3,742 |
| Venkatesh Family Living Trust..... | 324 | 324 |
| Venture Lending & Leasing II, Inc. | 18,278 | 18,278 |
| Venture Lending & Leasing, Inc. | 7,833 | 7,833 |
| Viel et Cie..... | 1,081 | 1,081 |
| Vonderschmitt, Bernard & Theresa Trust dtd 1/4/96..... | 1,038 | 1,038 |
| Wade Family Trust..... | 1,038 | 1,038 |
| Wah, Wong Ying..... | 68,962 | 68,962 |
| Wang, Manzhen..... | 1,029 | 1,029 |
| Wasserstein Adelson Ventures, L.P. | 271,356 | 271,356 |
| Weathers, William J. II..... | 121 | 121 |
| Weiskopf Silver & Co. | 778 | 778 |
| Wellington Trust, Robert Cohn, Trustee | 1,160 | 1,160 |

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| NAME | COMMON STOCK OWNED PRIOR TO THE OFFERING | COMMON STOCK OFFERED HERE |
|-------------------------|---|------------------------------|
| ---- | ----- | ----- |
| Whims, James | 14,303 | 14,303 |
| Whims, Robert | 1,000 | 1,000 |
| Whims, Timothy | 1,000 | 1,000 |
| Wierenga, Ellie | 233 | 233 |
| Willis, Mary Ellen..... | 1,081 | 1,081 |
| Wilson, Robert C. | 519 | 519 |

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| | | |
|---|-----------|-----------|
| Witter, Michael David..... | 519 | 519 |
| Wolfson Family Trust..... | 1,081 | 1,081 |
| Woodside Fund III SBIC, L.P. | 50,272 | 50,272 |
| Woodside Fund IV L.P. | 42,105 | 42,105 |
| WPEP Ventures, LLC..... | 9,357 | 9,357 |
| Wu, Kuo-Yong..... | 7,163 | 7,163 |
| Wu, Yung-Fung..... | 28,608 | 28,608 |
| Xanadu Partners..... | 1,038 | 1,038 |
| Yeah, Solomon..... | 7,163 | 7,163 |
| Yost, Mary Louise TTEE Mary Louise Yost Revocable Trust U/D 1/17/01..... | 809 | 809 |
| Zafran Family Trust 12/10/95 Alan & Judy Zafran, Trustees | 216 | 216 |
| Zuckerman, Matthew..... | 4,652 | 4,652 |
| | ----- | ----- |
| Total..... | 6,529,885 | 6,529,885 |
| | ===== | ===== |

* Options to purchase our common stock held prior to the offering.

** 50% of these shares represent options to purchase our common stock held prior to the offering.