

Edgar Filing: KIM JAMES J - Form SC 13G/A

KIM JAMES J
Form SC 13G/A
February 14, 2003

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT
OF 1934
(AMENDMENT No. 2)

AMKOR TECHNOLOGY, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(Title of class of securities)
031652100
(CUSIP Number)

March 15, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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

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

1. NAME OF REPORTING PERSON

The Group composed of the following persons:

1. James J. Kim
2. Agnes C. Kim
3. David D. Kim, as Trustee
4. Susan Y. Kim, as Trustee
5. John T. Kim, as Trustee
6. John F.A. Earley, as Trustee
7. David D. Kim Trust
8. John T. Kim Trust
9. Susan Y. Kim Trust
10. Trust of Susan Y. Kim dated 4/16/98 for the benefit of Alexandra Panichello
11. Trust of Susan Y. Kim dated 4/16/98 for the benefit of Jacqueline Panichello
12. Trust of Susan Y. Kim dated 4/16/98 for the

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benefit of Dylan Panichello
13. The James and Agnes Kim Foundation, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /___/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Not applicable; not organized

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable

6. SHARED VOTING POWER
73,517,677 shares, or 44.4% of the common stock outstanding

7. SOLE DISPOSITIVE POWER
Not Applicable

8. SHARED DISPOSITIVE POWER
73,517,677 shares, or 44.4% of the common stock outstanding

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
73,517,677 shares of common stock

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/

11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
44.4% of the common stock outstanding

12. TYPE OF REPORTING PERSON
(OO)

1. NAME OF REPORTING PERSON
James J. Kim

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
21,686,186 shares, or 13.1% of the common stock outstanding

6. SHARED VOTING POWER
Not Applicable

7. SOLE DISPOSITIVE POWER
21,686,186 shares, or 13.1% of the common stock outstanding

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8. SHARED DISPOSITIVE POWER
Not Applicable
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
21,686,186 shares of common stock
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
13.1% of the common stock outstanding
12. TYPE OF REPORTING PERSON
(IN)

1. NAME OF REPORTING PERSON
Agnes C. Kim
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
8,319,939 shares, or 5.0% of the common stock outstanding
6. SHARED VOTING POWER
Not Applicable
7. SOLE DISPOSITIVE POWER
8,319,939 shares, or 5.0% of the common stock outstanding
8. SHARED DISPOSITIVE POWER
Not Applicable
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,319,939 shares of common stock
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.0% of the common stock outstanding
12. TYPE OF REPORTING PERSON
(IN)
1. NAME OF REPORTING PERSON
David D. Kim, as Trustee

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable

6. SHARED VOTING POWER
14,457,344 shares, or 8.7% of the common stock outstanding

7. SOLE DISPOSITIVE POWER
Not Applicable

8. SHARED DISPOSITIVE POWER
14,457,344 shares, or 8.7% of the common stock outstanding

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,457,344 shares of common stock

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/

11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.7% of the common stock outstanding

12. TYPE OF REPORTING PERSON
(IN)

1. NAME OF REPORTING PERSON
Susan Y. Kim, as Trustee

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable

6. SHARED VOTING POWER
43,372,032 shares, or 26.2% of the common stock outstanding

7. SOLE DISPOSITIVE POWER
Not Applicable

8. SHARED DISPOSITIVE POWER
43,372,032 shares, or 26.2% of the common stock outstanding

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
43,372,032 shares of common stock
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
26.2% of the common stock outstanding
12. TYPE OF REPORTING PERSON
(IN)

1. NAME OF REPORTING PERSON
John T. Kim, as Trustee
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable
6. SHARED VOTING POWER
28,914,688 shares, or 17.5% of the common stock outstanding
7. SOLE DISPOSITIVE POWER
Not Applicable
8. SHARED DISPOSITIVE POWER
28,914,688 shares, or 17.5% of the common stock outstanding
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
28,914,688 shares of common stock
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
17.5% of the common stock outstanding
12. TYPE OF REPORTING PERSON
(IN)
1. NAME OF REPORTING PERSON
John F.A. Earley, as Trustee
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/
3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable
6. SHARED VOTING POWER
35,172,032 shares, or 21.3% of the common stock outstanding
7. SOLE DISPOSITIVE POWER
Not Applicable
8. SHARED DISPOSITIVE POWER
35,172,032 shares, or 21.3% of the common stock outstanding
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
35,172,032 shares of common stock
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
21.3% of the common stock outstanding
12. TYPE OF REPORTING PERSON
(IN)

1. NAME OF REPORTING PERSON
David D. Kim Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Organized in Commonwealth of Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable
6. SHARED VOTING POWER
14,457,344 shares, or 8.7% of the common stock outstanding
7. SOLE DISPOSITIVE POWER
Not Applicable
8. SHARED DISPOSITIVE POWER
14,457,344 shares, or 8.7% of the common stock outstanding
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,457,344 shares of common stock

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/

11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.7% of the common stock outstanding

12. TYPE OF REPORTING PERSON
(OO)

1. NAME OF REPORTING PERSON
John T. Kim Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Organized in Commonwealth of Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable

6. SHARED VOTING POWER
14,457,344 shares, or 8.7% of the common stock outstanding

7. SOLE DISPOSITIVE POWER
Not Applicable

8. SHARED DISPOSITIVE POWER
14,457,344 shares, or 8.7% of the common stock outstanding

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,457,344 shares of common stock

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/

11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.7% of the common stock outstanding

12. TYPE OF REPORTING PERSON
(OO)

1. NAME OF REPORTING PERSON
Susan Y. Kim Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Organized in Commonwealth of Pennsylvania

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
Not Applicable
 - 6. SHARED VOTING POWER
6,257,344 shares, or 3.8% of the common stock outstanding
 - 7. SOLE DISPOSITIVE POWER
Not Applicable
 - 8. SHARED DISPOSITIVE POWER
6,257,344 shares, or 3.8% of the common stock outstanding
 - 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,257,344 shares of common stock
 - 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
 - 11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.8% of the common stock outstanding
 - 12. TYPE OF REPORTING PERSON
(OO)
-
- 1. NAME OF REPORTING PERSON
Trust of Susan Y. Kim dated 4/16/98 for the benefit of Alexandra Panichello
 - 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/
 - 3. SEC USE ONLY
 - 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Organized in Commonwealth of Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
Not Applicable
- 6. SHARED VOTING POWER
2,733,334 shares, or 1.7% of the common stock outstanding
- 7. SOLE DISPOSITIVE POWER
Not Applicable
- 8. SHARED DISPOSITIVE POWER
2,733,334 shares, or 1.7% of the common stock outstanding
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,733,334 shares of common stock
- 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
- 11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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1.7% of the common stock outstanding

12. TYPE OF REPORTING PERSON
(OO)

1. NAME OF REPORTING PERSON
Trust of Susan Y. Kim dated 4/16/98 for the benefit of Jacqueline Panichello

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Organized in Commonwealth of Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable

6. SHARED VOTING POWER
2,733,333 shares, or 1.7% of the common stock outstanding

7. SOLE DISPOSITIVE POWER
Not Applicable

8. SHARED DISPOSITIVE POWER
2,733,333 shares, or 1.7% of the common stock outstanding

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,733,333 shares of common stock

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/

11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.7% of the common stock outstanding

12. TYPE OF REPORTING PERSON
(OO)

1. NAME OF REPORTING PERSON
Trust of Susan Y. Kim dated 4/16/98 for the benefit of Dylan Panichello

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Organized in Commonwealth of Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
Not Applicable

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6. SHARED VOTING POWER
2,733,333 shares, or 1.7% of the common stock outstanding
7. SOLE DISPOSITIVE POWER
Not Applicable
8. SHARED DISPOSITIVE POWER
2,733,333 shares, or 1.7% of the common stock outstanding
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,733,333 shares of common stock
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.7% of the common stock outstanding
12. TYPE OF REPORTING PERSON
(OO)

1. NAME OF REPORTING PERSON
The James and Agnes Kim Foundation, Inc.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) /X/ (b) /___/
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Organized in Commonwealth of Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
139,520 shares, or 0.1% of the common stock outstanding
6. SHARED VOTING POWER
Not applicable
7. SOLE DISPOSITIVE POWER
139,520 shares, or 0.1% of the common stock outstanding
8. SHARED DISPOSITIVE POWER
Not applicable
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
139,520 shares of the common stock outstanding
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES /___/
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1% of the common stock outstanding
12. TYPE OF REPORTING PERSON
(CO)

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- ITEM 1. (a) Name of Issuer
Amkor Technology, Inc.
- (b) Address of Issuer's Principal Executive Offices
1345 Enterprise Drive, West Chester, PA 19380
- ITEM 2. (a) Name of Person Filing
The following persons and the Group composed of the following persons:
1. James J. Kim
 2. Agnes C. Kim
 3. David D. Kim, as Trustee
 4. Susan Y. Kim, as Trustee
 5. John T. Kim, as Trustee
 6. John F.A. Earley, as Trustee
 7. David D. Kim Trust
 8. John T. Kim Trust
 9. Susan Y. Kim Trust
 10. Trust of Susan Y. Kim dated 4/16/98 for the benefit of Alexandra Panichello
 11. Trust of Susan Y. Kim dated 4/16/98 for the benefit of Jacqueline Panichello
 12. Trust of Susan Y. Kim dated 4/16/98 for the benefit of Dylan Panichello
 13. The James and Agnes Kim Foundation, Inc.
- (b) Address of Principal Business Office, or if none, Residence For each reporting person:
1345 Enterprise Drive
West Chester, PA 19380
- (c) Citizenship
Not Applicable
- (d) Title of Class of Securities
Common Stock, par value \$.001 per share
- (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
James J. Kim
- (b) Address of Principal Business Office, or if none, Residence
1345 Enterprise Drive
West Chester, PA 19380
- (c) Citizenship
United States Citizen
- (d) Title of Class of Securities
Common Stock, par value, \$.001 per share
- (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
Agnes C. Kim

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- (b) Address of Principal Business Office, or if none, Residence
1345 Enterprise Drive
West Chester, PA 19380
 - (c) Citizenship
United States Citizen
 - (d) Title of Class of Securities
Common Stock, par value \$.001 per share
 - (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
David D. Kim, as Trustee
- (b) Address of Principal Business Office, or if none, Residence
1345 Enterprise Drive
West Chester, PA 19380
 - (c) Citizenship
United States Citizen
 - (d) Title of Class of Securities
Common Stock, par value \$.001 per share
 - (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
Susan Y. Kim, as Trustee
- (b) Address of Principal Business Office, or if none, Residence
1345 Enterprise Drive
West Chester, PA 19380
 - (c) Citizenship
United States Citizen
 - (d) Title of Class of Securities
Common Stock, par value \$.001 per share
 - (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
John T. Kim, as Trustee
- (b) Address of Principal Business Office, or if none, Residence
1345 Enterprise Drive
West Chester, PA 19380
 - (c) Citizenship
United States Citizen
 - (d) Title of Class of Securities
Common Stock, par value \$.001 per share

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- (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
John F.A. Earley, Trustee
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380
- (c) Citizenship
United States Citizen
- (d) Title of Class of Securities
Common Stock, par value \$.001 per share
- (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
David D. Kim, Trust
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380
- (c) Organization
Organized in the Commonwealth of Pennsylvania
- (d) Title of Class of Securities
Common Stock, par value \$.001 per share
- (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
John T. Kim Trust
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380
- (c) Organization
Organized in the Commonwealth of Pennsylvania
- (d) Title of Class of Securities
Common Stock, par value \$.001 per share
- (e) CUSIP Number
031652100
- ITEM 2. (a) Name of Person Filing
Susan Y. Kim Trust
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380

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- (c) Organization
Organized in the Commonwealth of Pennsylvania
- (d) Title of Class of Securities
Common Stock, par value \$.001 per share
- (e) CUSIP Number
031652100

- ITEM 2. (a) Name of Person Filing
Trust of Susan Y. Kim dated 4/16/98 for the benefit
of Alexandra Panichello
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380
 - (c) Organization
Organized in the Commonwealth of Pennsylvania
 - (d) Title of Class of Securities
Common Stock, par value \$.001 per share
 - (e) CUSIP Number
031652100

- ITEM 2. (a) Name of Person Filing
Trust of Susan Y. Kim dated 4/16/98 for the benefit
of Jacqueline Panichello
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380
 - (c) Organization
Organized in the Commonwealth of Pennsylvania
 - (d) Title of Class of Securities
Common Stock, par value \$.001 per share
 - (e) CUSIP Number
031652100

- ITEM 2. (a) Name of Person Filing
Trust of Susan Y. Kim dated 4/16/98 for the benefit
of Dylan Panichello
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380
 - (c) Organization
Organized in the Commonwealth of Pennsylvania
 - (d) Title of Class of Securities
Common Stock, par value \$.001 per share
 - (e) CUSIP Number

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031652100

- ITEM 2. (a) Name of Person Filing
The James and Agnes Kim Foundation, Inc.
- (b) Address of Principal Business Office, or if none,
Residence
1345 Enterprise Drive
West Chester, PA 19380
- (c) Organization
Organized in the Commonwealth of Pennsylvania
- (d) Title of Class of Securities
Common Stock, par value \$.001 per share
- (e) CUSIP Number
031652100

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

1. (a) Amount Beneficially Owned
For each reporting person, see response to Row 9 on
cover page
- (b) Percent of Class
For each reporting person, see response to Row 11 on
cover page
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:
For each reporting person, see response to Row
5 on cover page
 - (ii) Shared power to vote or to direct the vote:
For each reporting person, see response to Row
6 on cover page
 - (iii) Sole power to dispose or to direct the
disposition of:
For each reporting person, see response to Row
7 on cover page
 - (iv) Shared power to dispose or to direct the
disposition of:
For each reporting person, see response to Row
8 on cover page

Each reporting person states that the filing of this statement on Schedule 13G shall not be construed as an admission that such reporting person is, for the purposes of section 13(d) or 13(g) of the Act, the beneficial owner of the shares of common stock reported as beneficially owned by the other reporting persons in this statement on Schedule 13G.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
Not Applicable

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY
Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
See Exhibit A, attached hereto.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
Not Applicable

ITEM 10. CERTIFICATION

This statement on Schedule 13G is filed on behalf of each of the undersigned Persons and the Group. After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned persons certifies that the information set forth in this statement is true, complete and correct in so far as the information pertains to the undersigned.

/s/ James J. Kim* February 13, 2003

James J. Kim

/s/ Agnes C. Kim* February 13, 2003

Agnes C. Kim

/s/ David D. Kim* February 13, 2003

David D. Kim, as Trustee

/s/ Susan Y. Kim* February 13, 2003

Susan Y. Kim, as Trustee

/s/ John T. Kim* February 13, 2003

John T. Kim, as Trustee

/s/ John F.A. Earley* February 13, 2003

John F.A. Earley, as Trustee

David D. Kim Trust February 13, 2003
By: /s/ David D. Kim*

David D. Kim, as Trustee

John T. Kim Trust February 13, 2003
By: /s/ John T. Kim*

John T. Kim, as Trustee

Susan Y. Kim Trust February 13, 2003
By: /s/ Susan Y. Kim*

Susan Y. Kim, as Trustee

Trust of Susan Y. Kim dated 4/16/98 for February 13, 2003
the benefit of Alexandra Panichello
By: /s/ Susan Y. Kim*

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Susan Y. Kim, as Trustee

Trust of Susan Y. Kim dated 4/16/98 for February 13, 2003
the benefit of Jacqueline Panichello
By: /s/ Susan Y. Kim*

Susan Y. Kim, as Trustee

Trust of Susan Y. Kim dated 4/16/98 for February 13, 2003
the benefit of Dylan Panichello
By: /s/ Susan Y. Kim*

Susan Y. Kim, as Trustee

The James and Agnes Kim Foundation, Inc. February 13, 2003
By: /s/ Susan Y. Kim*

Susan Y. Kim, as Secretary

* /s/ MEMMA S. KILGANNON February 13, 2003

Memma S. Kilgannon, as attorney-in-fact
for each reporting person indicated,
pursuant to powers-of-attorney
previously filed with the U.S.
Securities and Exchange Commission
or filed with the U.S. Securities and
Exchange Commission with this filing.

EXHIBIT A

This Agreement made by the undersigned persons certifies that each undersigned person agrees that the statement on Schedule 13G to which this Exhibit A is attached is filed on behalf of each of them and the Group. The "Group" (as defined in Rule 13d-5(b)) is composed of the following persons:

James J. Kim
Agnes C. Kim
David D. Kim, as Trustee
Susan Y. Kim, as Trustee
John T. Kim, as Trustee
John F.A. Earley, as Trustee
David D. Kim Trust
John T. Kim Trust
Susan Y. Kim Trust
Trust of Susan Y. Kim dated 4/16/98 held for the
benefit of Alexandra Panichello
Trust of Susan Y. Kim dated 4/16/98 held for the
benefit of Jacqueline Panichello
Trust of Susan Y. Kim dated 4/16/98 for the
benefit of Dylan Panichello; and
The James and Agnes Kim Foundation, Inc.

Each undersigned further agrees the information as it pertains to each undersigned is accurate and complete and that each undersigned has no knowledge or reason to believe that information as it relates to the other persons making this filing is inaccurate.

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/s/ James J. Kim* ----- James J. Kim	February 13, 2003
/s/ Agnes C. Kim* ----- Agnes C. Kim	February 13, 2003
/s/ David D. Kim* ----- David D. Kim, as Trustee	February 13, 2003
/s/ Susan Y. Kim* ----- Susan Y. Kim, as Trustee	February 13, 2003
/s/ John T. Kim* ----- John T. Kim, as Trustee	February 13, 2003
/s/ John F.A. Earley* ----- John F.A. Earley, as Trustee	February 13, 2003
David D. Kim Trust By: /s/ David D. Kim* ----- David D. Kim, as Trustee	February 13, 2003
John T. Kim Trust By: /s/ John T. Kim* ----- John T. Kim, as Trustee	February 13, 2003
Susan Y. Kim Trust By: /s/ Susan Y. Kim* ----- Susan Y. Kim, as Trustee	February 13, 2003
Trust of Susan Y. Kim dated 4/16/98 for the benefit of Alexandra Panichello By: /s/ Susan Y. Kim* ----- Susan Y. Kim, as Trustee	February 13, 2003
Trust of Susan Y. Kim dated 4/16/98 for the benefit of Jacqueline Panichello By: /s/ Susan Y. Kim* ----- Susan Y. Kim, as Trustee	February 13, 2003
Trust of Susan Y. Kim dated 4/16/98 for the benefit of Dylan Panichello By: /s/ Susan Y. Kim* ----- Susan Y. Kim, as Trustee	February 13, 2003
The James and Agnes Kim Foundation, Inc. By: /s/ Susan Y. Kim* ----- Susan Y. Kim, as Secretary	February 13, 2003

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* /s/ MEMMA S. KILGANNON

February 13, 2003

Memma S. Kilgannon, as attorney-in-fact for each reporting person indicated, pursuant to powers-of-attorney previously filed with the U.S. Securities and Exchange Commission or filed with the U.S. Securities and Exchange Commission with this filing.

Exhibit B

NOTICE

THE PURPOSE OF THIS POWER OF ATTORNEY IS TO GIVE THE PERSON YOU DESIGNATE (YOUR "AGENT") BROAD POWERS TO ACT ON YOUR BEHALF WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION"), WHICH MAY INCLUDE, BUT ARE NOT LIMITED TO, POWERS TO FILE FORMS 3, 4, AND 5, AND ANY AMENDMENTS THERETO, OR SCHEDULES 13D OR SCHEDULES 13G, AND ANY AMENDMENTS THERETO IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND TO PERFORM ANY AND ALL ACTS THE AGENT DEEMS NECESSARY TO ENABLE THE UNDERSIGNED PERSON TO COMPLY WITH THE APPLICABLE LAWS OF THE UNITED STATES WITHOUT ADVANCE NOTICE TO YOU OR APPROVAL BY YOU.

THIS POWER OF ATTORNEY DOES NOT IMPOSE A DUTY ON YOUR AGENT TO EXERCISE GRANTED POWERS, BUT WHEN POWERS ARE EXERCISED, YOUR AGENT MUST USE DUE CARE TO ACT FOR YOUR BENEFIT AND IN ACCORDANCE WITH THIS POWER OF ATTORNEY.

YOUR AGENT MAY EXERCISE THE POWERS GIVEN HERE THROUGHOUT YOUR LIFETIME, EVEN AFTER YOU BECOME INCAPACITATED, UNLESS YOU EXPRESSLY LIMIT THE DURATION OF THESE POWERS OR YOU REVOKE THESE POWERS OR A COURT ACTING ON YOUR BEHALF TERMINATES YOUR AGENT'S AUTHORITY.

YOUR AGENT MUST KEEP YOUR FUNDS SEPARATE FROM YOUR AGENT'S FUNDS.

A COURT CAN TAKE AWAY THE POWERS OF YOUR AGENT IF IT FINDS YOUR AGENT IS NOT ACTING PROPERLY.

THE POWERS AND DUTIES OF AN AGENT UNDER A POWER OF ATTORNEY ARE EXPLAINED MORE FULLY IN 20 PA.C.S. CH. 56.

IF THERE IS ANYTHING ABOUT THIS FORM THAT YOU DO NOT UNDERSTAND, YOU SHOULD ASK A LAWYER OF YOUR OWN CHOOSING TO EXPLAIN IT TO YOU.

I HAVE READ OR HAD EXPLAINED TO ME THIS NOTICE AND I UNDERSTAND ITS CONTENTS.

NAME

DATE

Trust of Susan Y. Kim dated 4/16/98 for the benefit of
Alexandra Panichello

By: /s/ Susan Y. Kim

February 13, 2003

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Name: Susan Y. Kim
Title: Trustee

POWER OF ATTORNEY

Know all by these presents, that Susan Y. Kim, as Trustee of the Susan Y. Kim Trust of 1986 for the benefit of Alexandra Panichello, hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact and agent of the Susan Y. Kim Trust of 1986 for the benefit of Alexandra Panichello with authority to:

- (1) Execute for and on behalf of the Susan Y. Kim Trust of 1986 for the benefit of Alexandra Panichello as the beneficial owner (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by Electronics Boutique Holdings Corp. or Amkor Technology, Inc. (the "Companies"), Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedules 13D or Schedules 13G, and any amendments thereto, in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and Schedule 13G, and any amendments thereto and to timely file such form or schedule, or amendment thereto, with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned, as Trustee, hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is either of the Companies assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, Schedules 13D or Schedules 13G, or any amendments thereto, with respect to the undersigned's holdings of and transactions in securities issued by either of the Companies, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

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The undersigned hereby revokes all powers of attorney which he has heretofore granted regarding the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2003.

Susan Y. Kim Trust of 1986 for the
benefit of Alexandra Panichello

By: /s/ Susan Y. Kim

Name: Susan Y. Kim
Title: Trustee

ACKNOWLEDGMENT

I, Memma S. Kilgannon, have read the attached power of attorney and am the person identified as the agent for the principal. I hereby acknowledge that in the absence of a specific provision to the contrary in the power of attorney or in 20 Pa.C.S. when I act as agent:

I shall exercise the powers for the benefit of the principal.

I shall keep the assets of the principal separate from my assets.

I shall exercise reasonable caution and prudence.

I shall keep a full and accurate record of all actions, receipts, and disbursements on behalf of the principal.

Date: February 13, 2003

/s/ Memma S. Kilgannon

Memma S. Kilgannon

NOTICE

THE PURPOSE OF THIS POWER OF ATTORNEY IS TO GIVE THE PERSON YOU DESIGNATE (YOUR "AGENT") BROAD POWERS TO ACT ON YOUR BEHALF WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION"), WHICH MAY INCLUDE, BUT ARE NOT LIMITED TO, POWERS TO FILE FORMS 3, 4, AND 5, AND ANY AMENDMENTS THERETO, OR SCHEDULES 13D OR SCHEDULES 13G, AND ANY AMENDMENTS THERETO IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND TO PERFORM ANY AND ALL ACTS THE AGENT DEEMS NECESSARY TO ENABLE THE UNDERSIGNED PERSON TO COMPLY WITH THE APPLICABLE LAWS OF THE UNITED STATES WITHOUT ADVANCE NOTICE TO YOU OR APPROVAL BY YOU.

THIS POWER OF ATTORNEY DOES NOT IMPOSE A DUTY ON YOUR AGENT TO EXERCISE GRANTED POWERS, BUT WHEN POWERS ARE EXERCISED, YOUR AGENT MUST USE DUE CARE TO ACT FOR YOUR BENEFIT AND IN ACCORDANCE WITH THIS POWER OF ATTORNEY.

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YOUR AGENT MAY EXERCISE THE POWERS GIVEN HERE THROUGHOUT YOUR LIFETIME, EVEN AFTER YOU BECOME INCAPACITATED, UNLESS YOU EXPRESSLY LIMIT THE DURATION OF THESE POWERS OR YOU REVOKE THESE POWERS OR A COURT ACTING ON YOUR BEHALF TERMINATES YOUR AGENT'S AUTHORITY.

YOUR AGENT MUST KEEP YOUR FUNDS SEPARATE FROM YOUR AGENT'S FUNDS.

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IF THERE IS ANYTHING ABOUT THIS FORM THAT YOU DO NOT UNDERSTAND, YOU SHOULD ASK A LAWYER OF YOUR OWN CHOOSING TO EXPLAIN IT TO YOU.

I HAVE READ OR HAD EXPLAINED TO ME THIS NOTICE AND I UNDERSTAND ITS CONTENTS.

NAME DATE

Trust of Susan Y. Kim dated 4/16/98
for the benefit of Jacqueline Panichello

By: /s/ Susan Y. Kim

February 13, 2003

Name: Susan Y. Kim
Title: Trustee

POWER OF ATTORNEY

Know all by these presents, that Susan Y. Kim, as Trustee of the Susan Y. Kim Trust of 1986 for the benefit of Jacqueline Panichello, hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact and agent of the Susan Y. Kim Trust of 1986 for the benefit of Jacqueline Panichello with authority to:

- (1) Execute for and on behalf of the Susan Y. Kim Trust of 1986 for the benefit of Jacqueline Panichello as the beneficial owner (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by Electronics Boutique Holdings Corp. or Amkor Technology, Inc. (the "Companies"), Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedules 13D or Schedules 13G, and any amendments thereto, in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and Schedule 13G, and any amendments thereto and to timely file such form or schedule, or amendment thereto, with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of

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benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned, as Trustee, hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is either of the Companies assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, Schedules 13D or Schedules 13G, or any amendments thereto, with respect to the undersigned's holdings of and transactions in securities issued by either of the Companies, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

The undersigned hereby revokes all powers of attorney which he has heretofore granted regarding the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2003.

Susan Y. Kim Trust of 1986 for the
benefit of Jacqueline Panichello

By: /s/ Susan Y. Kim

Name: Susan Y. Kim
Title: Trustee

ACKNOWLEDGMENT

I, Memma S. Kilgannon, have read the attached power of attorney and am the person identified as the agent for the principal. I hereby acknowledge that in the absence of a specific provision to the contrary in the power of attorney or in 20 Pa.C.S. when I act as agent:

I shall exercise the powers for the benefit of the principal.

I shall keep the assets of the principal separate from my assets.

I shall exercise reasonable caution and prudence.

I shall keep a full and accurate record of all actions, receipts, and disbursements on behalf of the principal.

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Date: February 13, 2003

/s/ Memma S. Kilgannon

Memma S. Kilgannon

NOTICE

THE PURPOSE OF THIS POWER OF ATTORNEY IS TO GIVE THE PERSON YOU DESIGNATE (YOUR "AGENT") BROAD POWERS TO ACT ON YOUR BEHALF WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION"), WHICH MAY INCLUDE, BUT ARE NOT LIMITED TO, POWERS TO FILE FORMS 3, 4, AND 5, AND ANY AMENDMENTS THERETO, OR SCHEDULES 13D OR SCHEDULES 13G, AND ANY AMENDMENTS THERETO IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND TO PERFORM ANY AND ALL ACTS THE AGENT DEEMS NECESSARY TO ENABLE THE UNDERSIGNED PERSON TO COMPLY WITH THE APPLICABLE LAWS OF THE UNITED STATES WITHOUT ADVANCE NOTICE TO YOU OR APPROVAL BY YOU.

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I HAVE READ OR HAD EXPLAINED TO ME THIS NOTICE AND I UNDERSTAND ITS CONTENTS.

NAME DATE

Trust of Susan Y. Kim dated 4/16/98 for the benefit of Dylan Panichello

By: /s/ Susan Y. Kim

February 13, 2003

Name: Susan Y. Kim
Title: Trustee

POWER OF ATTORNEY

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Know all by these presents, that Susan Y. Kim, as Trustee of the Susan Y. Kim Trust of 1986 for the benefit of Dylan Panichello, hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact and agent of the Susan Y. Kim Trust of 1986 for the benefit of Dylan Panichello with authority to:

- (1) Execute for and on behalf of the Susan Y. Kim Trust of 1986 for the benefit of Dylan Panichello as the beneficial owner (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by Electronics Boutique Holdings Corp. or Amkor Technology, Inc. (the "Companies"), Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedules 13D or Schedules 13G, and any amendments thereto, in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and Schedule 13G, and any amendments thereto and to timely file such form or schedule, or amendment thereto, with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned, as Trustee, hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is either of the Companies assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, Schedules 13D or Schedules 13G, or any amendments thereto, with respect to the undersigned's holdings of and transactions in securities issued by either of the Companies, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

The undersigned hereby revokes all powers of attorney which he has heretofore granted regarding the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be

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executed as of this 13th day of February 2003.

Susan Y. Kim Trust of 1986 for the
benefit of Dylan Panichello

By: /s/ Susan Y. Kim

Name: Susan Y. Kim
Title: Trustee

ACKNOWLEDGMENT

I, Memma S. Kilgannon, have read the attached power of attorney and am the person identified as the agent for the principal. I hereby acknowledge that in the absence of a specific provision to the contrary in the power of attorney or in 20 Pa.C.S. when I act as agent:

I shall exercise the powers for the benefit of the principal.

I shall keep the assets of the principal separate from my assets.

I shall exercise reasonable caution and prudence.

I shall keep a full and accurate record of all actions, receipts, and disbursements on behalf of the principal.

Date: February 13, 2003

/s/ Memma S. Kilgannon

Memma S. Kilgannon

NOTICE

THE PURPOSE OF THIS POWER OF ATTORNEY IS TO GIVE THE PERSON YOU DESIGNATE (YOUR "AGENT") BROAD POWERS TO ACT ON YOUR BEHALF WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION"), WHICH MAY INCLUDE, BUT ARE NOT LIMITED TO, POWERS TO FILE FORMS 3, 4, AND 5, AND ANY AMENDMENTS THERETO, OR SCHEDULES 13D OR SCHEDULES 13G, AND ANY AMENDMENTS THERETO IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND TO PERFORM ANY AND ALL ACTS THE AGENT DEEMS NECESSARY TO ENABLE THE UNDERSIGNED PERSON TO COMPLY WITH THE APPLICABLE LAWS OF THE UNITED STATES WITHOUT ADVANCE NOTICE TO YOU OR APPROVAL BY YOU.

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I HAVE READ OR HAD EXPLAINED TO ME THIS NOTICE AND I UNDERSTAND ITS CONTENTS.

NAME	DATE
The James and Agnes Kim Foundation, Inc.	

By: /s/ Susan Y. Kim	February 13, 2003
Name: Susan Y. Kim	
Title: Secretary	

POWER OF ATTORNEY

Know all by these presents, that Susan Y. Kim, as Secretary of The James and Agnes Kim Foundation, Inc., hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact and agent of The James and Agnes Kim Foundation, Inc. with authority to:

- (1) Execute for and on behalf of The James and Agnes Kim Foundation, Inc. as the beneficial owner (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by Electronics Boutique Holdings Corp. (the "Company"), Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedules 13D or Schedules 13G, and any amendments thereto, in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and Schedule 13G, and any amendments thereto and to timely file such form or schedule, or amendment thereto, with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned, as Secretary, hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the

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undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, Schedules 13D or Schedules 13G, or any amendments thereto, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

The undersigned hereby revokes all powers of attorney which he has heretofore granted regarding the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2003.

The James and Agnes Kim Foundation, Inc.

By: /s/ Susan Y. Kim
Name: Susan Y. Kim
Title: Secretary

ACKNOWLEDGMENT

I, Memma S. Kilgannon, have read the attached power of attorney and am the person identified as the agent for the principal. I hereby acknowledge that in the absence of a specific provision to the contrary in the power of attorney or in 20 Pa.C.S. when I act as agent:

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I shall keep the assets of the principal separate from my assets.

I shall exercise reasonable caution and prudence.

I shall keep a full and accurate record of all actions, receipts, and disbursements on behalf of the principal.

Date: February 13, 2003

/s/ Memma S. Kilgannon
Memma S. Kilgannon