

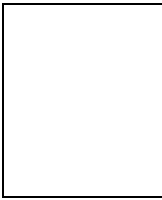
ABOUT THE SEMINAR

Attendance of this seminar is limited to executives of emerging companies who are preparing to raise private equity capital for their companies and who have a basic understanding of finance and accounting principles. Attendees interact with University of Michigan Business School Faculty, successful entrepreneurs and investors who provide a hands-on grounding in entrepreneurial finance in the current financial market environment.

The first Seminar day covers business models, financing plans, valuation, negotiation of investment structure and terms, strategic sales, financial buyouts and public offerings. The second day features current live company case studies that illustrate the concepts taught during the first day's session and will provide perspectives from the entrepreneurs, venture capitalists and angel/institutional investors who played principal parts in the building and the financing of the companies. Sessions on venture capital, financing, business development and marketing, harvest alternatives and the IPO from the buyers perspective are presented by specialist practitioners. The third day will provide participants the opportunity to present their company plan to a panel of venture capitalists, with the panel in turn providing suggestions on how the participants can tailor their message to convincingly present their business opportunity.

SEMINAR ORGANIZERS

Dr. David J. Brophy, Director, Center for Venture Capital and Private Equity Finance



Professor David J. Brophy is a member of the Finance Faculty at the University of Michigan School of Business Administration where he teaches courses in venture capital and private equity finance. He is Director of the UMBS Center for Venture Capital and Private Equity Finance, and is a member of the executive committee for the Zell-Lurie Institute for Entrepreneurial Studies.

He has published extensive research on venture capital and private equity finance and has twice won the National Association of Small Business Investment Companies Research Award. He is the author of a book titled Finance, Entrepreneurship and Economic Development, and has published a large number of research papers in this and other aspects of finance. He is a founding member of the editorial board of the Journal of Business Venturing, The Journal of Private Equity Finance, and the International Venture Capital Journal.

He has been a director of several public companies and is a director and advisor to a number of banks, money market funds, and financial services firms including Compass Technology Partners (a venture capital firm in Palo Alto, CA), Munder Capital Management (Birmingham, MI), Continental Capital (OH), River Place Holdings (Detroit, MI) and General Motors Acceptance Corporation Wholesale Auto Receivables Corporation. He also is an investor in and an advisor to a number of emerging technology-based firms.

**Mr. Wassim R. Mourtada, Associate Director,
Center for Venture Capital and Private Equity Finance**



Mr. Mourtada is Associate Director for the Center, where he is responsible for the strategic development of the organization. His research at the Center includes Best practices in technology transfer, and the commercialization of intellectual property and A Framework for Venture Capital Investment in Telematics & Intelligent Transportation Systems.

Some of his past research in Venture Capital and Private Equity Finance has been published by the Federal Reserve Bank, the Government of France's Conseil du Credit et du Titre and the Financial Management Association. He has received degrees from the University of Michigan in both Civil and Environmental Engineering and in Economics.

SEMINAR FACULTY



Curtis Begley, *President, HarmonyCom*

Curtis is an industry veteran of 23 years. He has worked at Fortune 500 businesses and start-up companies developing and implementing strategic marketing, business plans, and building sales channels - both on the service and vendor sides of the industry. As President of HarmonyCOM, Begley is responsible for driving the business and marketing direction and establishing operations in the United States. Prior to HarmonyCOM, Begley held high-level management positions at Bell Canada, Open Networks Engineering, TMSI, and TSB International.

His adeptness as a leader in marketing, sales, and operations management has credited him with past successes such as increasing sales over 350 percent in a year at one company, and achieving annual growth over 15 percent two years in a row, at another. Begley has been instrumental in helping HarmonyCOM successfully raise \$37 million in venture capital funding.



Dick Beedon, *Founder, Chairman and CEO, Just Talk, Inc.*

As Founder and CEO of University Netcasting, Dick Beedon created the FANsOnly network that grew to be the sixth most-visited sports site on the Internet. During that time Beedon was responsible for all fundraising (four rounds) and strategic direction. Beedon merged FANsOnly with Student Advantage (STAD) conditional upon the completion of a successful IPO, which occurred in June 1999. Beedon has won many national sales awards during his career including Sales Manager of the Year at Prime Computer Inc. in 1985. Prior to University Netcasting, Beedon was VP of Sales for Horizon Technology, a \$100M software company in San Diego. Beedon also held sales and sales management positions at IBM and Prime Computer where he consistently finished in the top 5 percent of all sales representatives and sales managers. Beedon holds a BS from the University of Michigan.



Anthony D. Grover, *Vice President, White Pines Ventures*

Tony has over ten years of private equity, capital markets, operating, and technical experience spanning a wide array of industries and corporate settings. His diverse background allows him to assess both the financial and operational aspects of an investment opportunity.

Prior to joining White Pines Ventures, Tony was co-founder of a west-coast based online promotions, marketing, and services start-up. He was responsible for developing corporate strategy, overseeing day-to-day operations, managing technical aspects, and database development. Before this, Tony was a Business and Cost Analyst with Intel Corporation. He began his career as a Manufacturing Engineer for Cummins Engine Company's Fuel Systems Division.

Tony holds a B.S. in mechanical engineering from the University of Michigan, an M.S. in industrial engineering from Purdue University, and an M.B.A. from the J. L. Kellogg Graduate School of Business at Northwestern University.



Ken Smith, CFA — Senior Portfolio Manager, Munder Capital

Ken Smith is a member of the team responsible for management of the Munder NetNet Fund, the Munder Future Technology Fund, the Munder International NetNet Fund, and the Munder @Vantage Fund. His other responsibilities include equity security analysis, specializing in the technology sector. In addition to his association with Munder, Ken worked at American Century Investment Management, where he was responsible for equity security analysis in the technology sector, and also worked for Arthur Andersen LLP, where he was a manager in the audit and specialty consulting practice. Ken received a B.B.A. from the University of Michigan and an M.B.A. from the University of Chicago Graduate School of Business. He is a Certified Public Accountant in the State of Michigan, a member of The American Institute of Certified Public Accountants, and a Chartered Financial Analyst.



Dr. Michael P. Kurek, Executive Vice President, Marketing & Sales, Genomic Solutions

Dr. Kurek manages the Company's global marketing, sales, and customer support activities. Prior to joining the Company in December of 1997, Dr. Kurek was Vice President of Business Development for Gene Codes Corporation, an Ann Arbor-based bioinformatics company, where he was responsible for the company's global sales, marketing, and business development efforts. Prior to Gene Codes, he was Vice President of Business Development for the Michigan Center for High Technology, where he managed a business incubator and provided management assistance to over 50 start-up companies. Previously, Dr. Kurek had been Director of Marketing and Sales for BioPolymers, Inc., a start-up medical device company in Connecticut. Prior to BioPolymers, he was Director of Business Development for Repligen, a Massachusetts-based biotechnology company and Product Manager, Life Sciences for the Millipore Corporation. Prior to joining Millipore, Dr. Kurek had conducted biomedical research at Case Western Reserve University, the Boston University School of Medicine, and the Boston Biomedical Research Institute. Dr. Kurek received a B.S. in Biology from Boston College, a Ph.D. in Genetics from Florida State University, and an MBA from Boston University.



Roger S. Newton, Ph.D., President and CEO, Esperion Therapeutics, Inc.

Esperion Therapeutics, Inc. was founded in July 1998 and located in Ann Arbor, MI. Esperion is dedicated to the discovery and development of pharmaceutical products for the treatment of cardiovascular and metabolic diseases. Dr. Newton's research interests over the past twenty-five years have focused on the nutritional and pharmacological regulation of cholesterol and lipoprotein metabolism as they relate to atherosclerosis and vascular diseases. During his tenure at Parke-Davis from 1981-1998, he was Chairman of the Atherosclerosis Drug Discovery Team, during which time he co-discovered and was the product champion of what is now the most widely prescribed cholesterol reducing drug, Lipitor. Dr. Newton is also an Adjunct Associate Professor in the Department of Pharmacology at the University of Michigan Medical School. He has co-authored more than a hundred peer-reviewed articles and chapters during his research career.



Tom Porter, *General Partner, EDF Ventures*

Tom Porter has a broad range of experience in founding, managing and advising successful technology growth companies. In EDF Ventures he has served as interim Chief Executive Officer for several health care companies in the portfolio, and was a founder of four: Theragen, Inc., a gene therapy company, subsequently merged with GenVec, Inc. (NASDAQ: GNVC), Coagulation Systems, Inc., a diagnostics company, Matrigen, Inc., a tissue regeneration company, subsequently merged with Prizm Pharmaceuticals to form Selective Genetics Inc., and IntraLase Corporation, an ophthalmic laser company for which he serves as Chairman. Currently, he serves as a Director of Selective Genetics, Inc., Synthon Corporation, IntraLase Corporation, HandyLab Corporation, MemeStreams, Inc., and ican, Inc. His previous experience includes serving as President and Chief Executive Officer of Environmental Research Group, Inc., which he helped build to be one of the nation's leading environmental monitoring firms. Mr. Porter has also held various marketing management positions in Procter & Gamble and other consumer products companies.

Mr. Porter holds an MBA degree from the University of Michigan where he also teaches and sits on its Corporate Advisory Board. Mr. Porter also is a Mentor for the Kauffman Foundation's Venture Capital Fellows Program. He has chaired the Governor's (Michigan) Committee for Recruiting and Retaining High Tech Talent to Michigan and the Governor's Life Science Corridor Task Force.

Donald J. Walker, *Managing Director, Arbor Partners*



Don Walker oversees the operations of Arbor Partners. In addition, Mr. Walker coordinates the later-stage due diligence along with providing guidance to portfolio companies. His experience with sales force construction, management, marketing, and executive recruiting in the information technology industry makes him invaluable to our portfolio companies.

Mr. Walker served as Vice President of Sales and Senior Vice President of Sales and Marketing at Comshare from 1974 to 1996. During this time, he successfully directed the company through the well-publicized transitions from timesharing to mainframe software and then from mainframe to client/server software.

Mr. Walker was a key player in the introduction of executive information systems (EIS), a new software category that grew to a significant market leadership position. Mr. Walker was also instrumental in moving Comshare into vertical specialization by leading its thrust into decision support and supply chain management software for the retail industry. His successful integration of two acquisitions and proven track record of partnering with other software companies helped Comshare to increase market share, while creating barriers for the competition.

Mr. Walker is a private investor in several start-up companies. He was a seed investor in Network Express, which went public in 1994. Mr. Walker serves as a director for Bulbs.com, CMS Technologies, and New Enterprise Forum.

Mr. Walker attended Holy Cross College in Worcester, Massachusetts, where he studied business. He received a BA in philosophy from St. Paul's College in Washington, DC.



***Timothy Mayleben, Vice President, Finance and Administration & CFO,
Esperion Therapeutics, Inc.***

In 1987, Mr. Mayleben began working with high-growth technology companies. Most recently, he held senior management positions with two successful software development companies. Prior to that, Mr. Mayleben was a manager with the Enterprise Group of Arthur Andersen & Co.

Mr. Mayleben received a BBA from the University of Michigan and an MBA from the Northwestern University Kellogg Graduate School of Management.



Ian R.N. Bund, President, White Pines Ventures

Ian R. N. Bund, President, has been involved in venture capital and private equity investing since 1969. In addition to White Pines Ventures, he has participated in the successful development of several other private equity firms: Research & Science Investors; Doan Associates; The Michigan Investment Fund; and MBW Venture Partners. In 1999, he co-founded Innovation Capital, a provider of venture capital to early-stage Australian technology companies.

Ian has accumulated a broad background in the venture capital industry having invested in more than 300 companies. These investments comprised a wide range of industries including biotechnology, healthcare, information, telecommunications, and computers. Prior to entering the private equity industry, he gained investment banking experience at Morgan Stanley and turnaround management skills as President of Sea Life, Inc., an oceanarium. Ian began his career in audit, tax, and business advisory services at Price Waterhouse & Co., Sydney, Australia.

Ian received a B.Ec. from the University of Sydney (Australia) and an M.B.A. from the Harvard Graduate School of Business Administration. He is an Australian Chartered Accountant.



Joseph Golden, Chief Technology Officer, Camelot Ventures

Mr. Golden currently serves as the Chief Technology Officer for Camelot Ventures, a technology-oriented venture capital firm based in Southfield, Michigan. His responsibilities include industry and technology assessment, sourcing opportunities, structuring investments and supporting company management teams. Joe was previously President of PaeTec.net, an integrated communications provider. At PaeTec, Joe was responsible for the development of data services including Internet, premise based data solutions, and applications services.

Before serving as a President at PaeTec, Mr. Golden was the CEO of CampusLink in Ann Arbor, Michigan, a leading provider of telecommunications services to the higher education marketplace, which merged with PaeTec in 1999. Prior to joining CampusLink, he spent 15 years with EDS where he most recently served as a Vice President leading a global team providing IT services to multinational corporations. Joe graduated from Middlebury College in Vermont.

SEMINAR AGENDA

All Seminar Sessions will be held in the Executive Education Center, Sam Wyly Hall

Friday

9:00a.m.-12:00p.m.	Registration
12:00p.m.-1:00p.m.	Reception and Lunch <i>Executive Residence Dining Room</i>
1:00p.m.- 1:45p.m.	Introduction <i>Dr. David J. Brophy- Seminar Director</i>
1:45p.m.-2:30p.m.	Characteristics of the Venture Capital and Private Equity Markets <i>Dr. David J. Brophy- Seminar Director</i>
2:30p.m.-3:00p.m.	Break
3:00p.m.- 4:00p.m.	The Business Model and Financial Engine of the Entrepreneurial Firm <i>Dr. David J. Brophy- Seminar Director</i>
4:00p.m.- 5:30p.m.	The Financing Plan <i>Dr. David J. Brophy- Seminar Director</i>
5:30p.m.-7:00p.m.	Reception and Dinner <i>Executive Residence Dining Room</i>
7:00p.m.-8:00p.m.	Attracting the Interest of the Investor <i>Ian Bund- White Pines Ventures L.L.C.</i> <i>Don Walker- Arbor Partners</i>
8:00p.m.-9:00p.m.	Valuation, Deal Structuring and Pricing <i>Dr. David J. Brophy- Seminar Director</i>
9:00p.m.- 10:00p.m.	Harvesting <i>Dr. David J. Brophy- Seminar Director</i>

Saturday

Morning: Case Studies- Esperion Therapeutics, Inc. and Genomic Solutions

7:15a.m.-8:15a.m.	Breakfast
8:15 a.m.- 9:00a.m.	Esperion Therapeutics, Inc. Company Background and Formation <i>Dr. Roger Newton- Founder and CEO, Esperion Therapeutics, Inc.</i>
9:00a.m.- 9:45a.m.	Esperion Therapeutics, Inc. Financing, Harvesting and the Aftermath <i>Tim Mayleben- CFO, Esperion Therapeutics, Inc.</i>
9:45a.m.-10:00a.m.	Break
10:00a.m.- 10:45a.m.	<i>Genomic Solutions</i> Company Background and Formation <i>Mike Kuric — EVP, Marketing and Sales, Genomic Solutions</i>
10:45a.m- 11:30a.m.	<i>Genomic Solutions</i> Financing, Harvesting and the Aftermath <i>Ian Bund- Managing Partner, White Pines Ventures L.L.C.</i>
11:30 a.m.- 12:00p.m.	General Question Period
12:00p.m.- 1:00p.m.	Lunch <i>Executive Residence Dining Room</i>

Afternoon Cases: GenVec, JustTalk Inc. and HarmonyCom

1:15p.m. — 2:00 p.m.	Case Study: GenVec <i>Tom Porter, General Partner, EDF Ventures</i>
2:00 p.m.- 2:45 p.m.	Case Study: Business Development in the Entrepreneurial Company <i>Dick Beedon- Founder and CEO, JustTalk Inc.</i>
2:45 p.m.- 3:15p.m.	Break
3:15 p.m.- 4:15p.m.	Case Study: HarmonyCom <i>Curtis Begley- CEO, HarmonyCom</i> <i>Tony Grover- Partner, White Pines Ventures L.L.C.</i> <i>Joe Golden- Camelot Ventures</i>
4:15p.m.- 5:00p.m.	The IPO Market From The Institutional Buyers' Perspective Munder Capital Management <i>Kenneth A. Smith, CFA, Senior Portfolio Manager</i>
5:00 a.m.- 5:30p.m.	General Question Period
6:00p.m.	Reception and Dinner <i>Executive Residence Dining Room</i>

Sunday

Wrap-Up Session

7:15a.m.-8:15a.m.	Breakfast
8:30a.m.- 10:00a.m.	Company Presentations to Investor Panel
10:00a.m.- 10:15a.m.	Break
10:15a.m.- 12:00p.m.	Seminar Wrap-up and Evaluation
12:00p.m.	Lunch and Adjournment Executive Residence Dining Room

CASE STUDIES

Our Seminar Faculty for the Saturday sessions will present a number of living case studies featuring the entrepreneurs and investors who were involved in the building and the financing of successful companies. The companies are:

Esperion Therapeutics, Inc.

Led by CEO, President and Co-founder of Esperion Therapeutics: Dr. Roger Newton and Tim Mayleben, CFO

Esperion Therapeutics, Inc., founded in July 1998, is dedicated to the discovery and development of pharmaceutical products for the treatment of cardiovascular and metabolic diseases. Esperion Therapeutics goal is to develop drugs that exploit the beneficial functions of high-density lipoprotein within the reverse lipid transport pathway. They currently have five product candidates under development for the treatment of cardiovascular disease.

Between 1998 and 2000, Esperion Therapeutics raised over \$40 million from Oak Investments, Avalon Investments, TL Ventures and Canaan Partners. In August of 2000, Esperion completed its Initial Public Offering, raising \$54 million.

www.esperion.com

Genomic Solutions

Led by Mike Kurek of Genomic Solutions

Genomic Solutions is a designer, developer, manufacturer, and marketer of integrated, high-throughput biochip and proteomic systems and services for analyzing and quantifying biomolecules such as DNA, RNA, and proteins. The company's products are used for building and maintaining DNA libraries, quantifying levels of gene expression, and characterizing proteins. Pharmaceutical, biotechnology, and agriculture companies use the products to discover genes and identify drug targets.

Genomic Solutions has more recently gone through several rounds of financing that included the participation of Chase Capital Partners, Sequel Venture Partners, White Pines Management, as well as corporate investor Perkin-Elmer. In May of 2000, the company successfully completed an Initial Public Offering, raising \$56 million.

www.genomicsolutions.com

JustTalk Inc.

Led by Founder and CEO of JustTalk Inc.: Dick Beadon

JustTalk is a provider of interactive speech-driven services that connects mobile professionals with their enterprise data. JustTalk significantly enhances productivity by allowing user to access, capture and share information anytime, anywhere, from any phone.

Previously, Mr. Beadon was the founder and CEO of University Netcasting, where he created the FANOnly network that grew to be the sixth most-visited sports site on the Internet. During that time Mr. Beadon was responsible for all fundraising (4 rounds from investors that included Brentwood Associates, Baccharis Capital and Sorrento Associates) and strategic direction. Mr. Beadon merged FANOnly with Student Advantage (STAD) conditional upon the completion of a successful IPO, which occurred in June of 1999.

www.justtalk.com

GenVec

Led by General Partner from EDF Ventures: Tom Porter

GenVec is an emerging biopharmaceutical company developing novel drugs for the treatment of major medical needs. GenVec has an advanced drug Discovery Engine that enables the rapid discovery, testing and development of new product candidates. GenVec also has a product portfolio which includes BIOBYPASS[®] angiogen, a promising new product opportunity in clinical development for the treatment of cardiovascular disease.

GenVec recently completed a successful \$38 million Initial Public Offering amidst volatile financials markets. Previously GenVec has raised over \$50 million from venture investors that include EDF Ventures, Highland Capital Partners and Canaan Partners.

www.genvec.com

HarmonyCom

Led by HarmonyCom President: Curtis Begley

HarmonyCom provides software solutions for the telecommunications industry. The company's premier product, Harmony, is a software product bridging service and network management systems together to provide real-time network information for flow-through provisioning. Harmony automates and orchestrates the delivery of broadband data services allowing for measurable improvements in customer satisfaction, time-to-market for new products, reducing operational costs, and accuracy of information.

The company's investors include Cisco Systems, Draper Fisher Jurvetson and Yozma Venture Capital.

www.harmonycom.com

THE CENTER'S MISSION

The mission of the Center is to expand, leverage and disseminate its core knowledge of entrepreneurial finance, venture capital and private equity investment for the benefit of its constituent community. This community includes university students, alumni and staff, entrepreneurs, managers, and investors, as well as public policy makers whose decisions affect the environment for entrepreneurship and equity investment.

The value created for the Center's community comes from a better understanding of how to form, finance and develop entrepreneurial, innovative fast growth-oriented companies, whether as start-ups, expanding companies, or as recapitalized, restructured or redirected entities. Programs of research, teaching and involvement with practitioners are offered to encourage the channeling of equity capital to build companies, and to harvest and recycle capital in new, emerging fields of opportunity.

The Center objective is to encourage an increasing rate of sustainable growth of jobs, income and wealth creation by encouraging entrepreneurial activity in local, regional, national and international markets. As an integral part of the University of Michigan Business School, the Center is uniquely positioned to influence private sector practices and public policy toward this mission and objective.

The Center was started with a generous gift, from the Parsons family (Donald Sr., Jim, and Donald Jr.), Michael Stark, J. Robert Dobbins, Jim Daverman and David Shelby, alumni of the University of Michigan Business School, and practitioners in the field. The Center has also received continued support from other benefactors from the venture capital and private equity field, including Ted Doan, Ian Bund, David Arscott and William Baumel.

The Center continues to support its activities through proceeds from programs and the sponsorship of symposia.

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