

Edgar Filing: DIACRIN INC /DE/ - Form SC 13D/A

DIACRIN INC /DE/
Form SC 13D/A
August 22, 2003

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

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

SCHEDULE 13D

Under the Securities and Exchange Act of 1934

(Amendment No. 3)*

DIACRIN, INC.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

25243N103

(CUSIP Number)

Jeffrey B. Steinberg
HealthCare Ventures LLC
44 Nassau Street
Princeton, New Jersey 08542
(609) 430-3900

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 21, 2003

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

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The information required on 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 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).

CUSIP No. 25243N103

13D

Page 1 of 11 Pages

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

HealthCare Ventures II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY 0

9 SOLE DISPOSITIVE POWER

EACH
REPORTING
PERSON

10 SHARED DISPOSITIVE POWER

WITH
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 25243N103

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1 NAME OF REPORTING PERSONS

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

HealthCare Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

Edgar Filing: DIACRIN INC /DE/ - Form SC 13D/A

REPORTING

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

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CUSIP No. 25243N103

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Page 3 of 11 Pages

1 NAME OF REPORTING PERSONS

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

HealthCare Ventures III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

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NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

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CUSIP No. 25243N103 13D Page 4 of 11 Pages

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

HealthCare Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

8 SHARED VOTING POWER
BENEFICIALLY
OWNED BY 0

9 SOLE DISPOSITIVE POWER
EACH
REPORTING

10 SHARED DISPOSITIVE POWER
PERSON
WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS
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HealthCare Ventures IV, L.P.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF

SHARES
BENEFICIALLY OWNED BY

EACH REPORTING PERSON
8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
10 SHARED DISPOSITIVE POWER

WITH
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14 TYPE OF REPORTING PERSON*
PN

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1 NAME OF REPORTING PERSONS
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HealthCare Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

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PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS

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

James H. Cavanaugh, Ph.D.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSONS

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

Harold R. Werner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

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OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

William Crouse

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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USA

	7	SOLE VOTING POWER
--	---	-------------------

NUMBER OF
SHARES

	8	SHARED VOTING POWER
--	---	---------------------

BENEFICIALLY
OWNED BY

	0	
--	---	--

EACH

	9	SOLE DISPOSITIVE POWER
--	---	------------------------

REPORTING
PERSON

	10	SHARED DISPOSITIVE POWER
--	----	--------------------------

WITH

	0	
--	---	--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

John W. Littlechild

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS*
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7 SOLE VOTING POWER
NUMBER OF 0
SHARES

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 0
EACH

9 SOLE DISPOSITIVE POWER
REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This statement relates to the common stock, \$.01 par value each ("Common Stock") of Diacrin, Inc. (the "Issuer"). The address of the Issuer's principal executive office is Building 96, 13th Street, Charlestown, MA 02120.

Item 2. Identity and Background.

(a) The name of the reporting persons are HealthCare Ventures II, L.P. ("HCVII"), HealthCare Partners II, L.P. ("HCPHII"), HealthCare Ventures III, L.P. ("HCVIII"), HealthCare Partners III, L.P. ("HCPHIII"), HealthCare Ventures IV, L.P. ("HCVIV"), HealthCare Partners IV, L.P. ("HCPHIV"), Dr. Cavanaugh and Messrs. Werner, Crouse, and Littlechild (HCVII, HCPHII, HCVIII, HCPHIII, HCVIV, HCPHIV, Dr. Cavanaugh and Messrs. Werner, Crouse and Littlechild are hereafter sometimes hereinafter referred to as the "Reporting Persons"). A copy of their agreement in writing to file this statement on behalf of each of them is attached hereto as Exhibit A. HCVII, HCPHII, HCVIII and HCPHIII, HCVIV and HCPHIV are limited partnerships organized and existing under the laws of the State of Delaware. HCPHII is the General Partner of HCVII, HCPHIII is the General Partner of HCVIII and HCPHIV is the General Partner of HCVIV. Dr. Cavanaugh and Messrs. Werner, Crouse and Littlechild are the general partners of HCPHII, HCPHIII and HCPHIV.

(b) The business address for HCVII, HCPHII, HCVIII, HCPHIII, HCVIV and HCPHIV, Dr. Cavanaugh and, Messrs. Werner and Crouse is 44 Nassau Street, Princeton, New Jersey 08542. The business address for Mr. Littlechild is One Kendall Square, Building 300, Cambridge, Massachusetts 02339.

(c) Each of Dr. Cavanaugh and Messrs. Werner, Crouse and Littlechild are general partners of various venture capital investment funds. The address for Dr. Cavanaugh and Messrs. Werner and Crouse is 44 Nassau Street, Princeton, New Jersey 08542 and the address for Mr. Littlechild is One Kendall square, Building 300, Cambridge, MA 02339.

(d) Not Applicable.

1 Dr. Cavanaugh and Messrs Werner, Littlechild and Crouse are the general partners of HCPHII, HCPHIII and HCPHIV, the General Partners of HCVII, HCVIII and HCVIV, the record holders of the Issuer's securities.

(e) Not Applicable.

(f) Dr. Cavanaugh and Messrs. Werner, Crouse and Littlechild are each individuals who are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Not Applicable

Item 4. Purpose of Transaction.

(a) Not Applicable.

(b) On August 22, 2003, the Issuer and GenVec, Inc.

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("GenVec") consummated a merger pursuant to which the Issuer merged with and into GenVec (the "Merger"). In connection with the terms of the Merger, each share of the Issuer's Common Stock was exchanged for 1.5292 shares of GenVec's common stock in a tax-free transaction. On August 22, 2003, the Issuer ceased to have independent existence as a reporting person under the Securities and Exchange Act of 1934 and the Reporting Persons no longer own any shares of Common Stock of the Issuer.

- (c) Not Applicable.
- (d) Not Applicable.
- (e) Not Applicable.
- (f) Not Applicable.
- (g) Not Applicable.
- (h) Not Applicable.
- (i) Not Applicable.
- (j) Not Applicable.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons do not own any shares of the Common Stock of the Issuer. (b) Not Applicable. (c) On August 22, 2003, the 3,196,385 shares of Common Stock of the Issuer owned by HCVII were converted into 4,887,912 shares of Common Stock of GenVec. On August 22, 2003, the 994,078 shares of Common Stock of the Issuer owned by HCVIII were converted into 1,520,144 shares of the Common Stock of GenVec. On August 22, 2003, the 291,922 shares of Common Stock of the Issuer owned by HCVIV were converted into 446,407 shares of Common Stock of GenVec.

(d) Not Applicable.

(e) The Reporting Persons ceased to be the beneficial owner of more than five percent of the class of securities on August 22, 2003.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not Applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit A - Joint Filing Agreement.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

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correct.

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Ventures II, L.P.,
by its General Partner,
HealthCare Partners II, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Partners II, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Ventures III, L.P.,
by its General Partner,
HealthCare Partners III, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Partners III, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Ventures IV, L.P.,
by its General Partner,
HealthCare Partners IV, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Partners IV, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

By: S/Jeffrey Steinberg, Attorney-in-Fact

James H. Cavanaugh, Ph.D.

Dated: August 21, 2003
Princeton, New Jersey

By: S/Jeffrey Steinberg, Attorney-in-Fact

Harold R. Werner

Dated: August 21, 2003
Princeton, New Jersey

By: S/Jeffrey Steinberg, Attorney-in-Fact

William Crouse

Dated: August 21, 2003
Cambridge, Massachusetts

By: S/Jeffrey Steinberg, Attorney-in-Fact

John W. Littlechild

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EXHIBIT A

AGREEMENT

JOINT FILING OF SCHEDULE 13D

The undersigned hereby consent to the joint filing by any of them of a Statement on Schedule 13D and any amendments thereto, whether heretofore or hereafter filed, relating to the securities of Diacrin, Inc., and affirm that this Schedule 13D is being filed on behalf of each of the undersigned.

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Ventures II, L.P.,
by its General Partner,
HealthCare Partners II, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Partners II, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Ventures III, L.P.,
by its General Partner,
HealthCare Partners III, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Partners III, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Ventures IV, L.P.,
by its General Partner,
HealthCare Partners IV, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003
Princeton, New Jersey

HealthCare Partners IV, L.P.

By: S/Jeffrey Steinberg, Administrative Partner

Administrative Partner

Dated: August 21, 2003

By: S/Jeffrey Steinberg, Attorney-in-Fact

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Princeton, New Jersey -----
James H. Cavanaugh, Ph.D.

Dated: August 21, 2003 By: S/Jeffrey Steinberg, Attorney-in-Fact
Princeton, New Jersey -----
Harold R. Werner

Dated: August 21, 2003 By: S/Jeffrey Steinberg, Attorney-in-Fact
Princeton, New Jersey -----
William Crouse

Dated: August 21, 2003 By: S/Jeffrey Steinberg, Attorney-in-Fact
Cambridge, Massachusetts -----
John W. Littlechild

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).