

EASTON HUNT CAPITAL PARTNERS LP
Form SC 13G
February 17, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. _____)*
Cardiovascular Systems, Inc.**

(Name of Issuer)
Common Stock, no par value per share

(Title of Class of Securities)
N/A

(CUSIP Number)
December 31, 2008

(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 disclosures provided in a prior cover page.

The information required on the remainder of this cover pages shall not be deemed to be filed for the purpose of Section 18 of the Securities 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).

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Easton Hunt Capital Partners, L.P. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5
SOLE VOTING POWER
NUMBER OF 870,363 (2)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 70,000 (3)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 870,363 (2)

8
SHARED DISPOSITIVE POWER
WITH 70,000 (3)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
940,363

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.77%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

(1) Investment decisions of Easton Hunt Capital Partners, L.P. are made by its general partner, EHC GP, LP, through its general partner, EHC, Inc. John Friedman is the President and Chief Executive Officer of EHC, Inc. Mr. Friedman shares voting and investing power of the shares owned by Easton Hunt Capital Partners, L.P. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

(2) Comprised of the following securities held of record by Easton Hunt Capital Partners, L.P.: 612,960 shares of Series A convertible preferred stock which may be converted into 616,197 shares of common stock, currently exercisable warrants to purchase 166,667 shares of common stock, and currently exercisable warrants to purchase 87,040 shares of Series A convertible preferred stock which may be converted into 87,499 shares of common stock.

(3) Comprised of options exercisable within 60 days to acquire 70,000 shares of common stock held by John Friedman for the benefit of Easton Hunt Capital Partners, L.P. and Easton Capital Partners, L.P.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
EHC GP, LP (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5
SOLE VOTING POWER
NUMBER OF 870,363 (2)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 70,000 (3)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 870,363 (2)

8
SHARED DISPOSITIVE POWER
WITH 70,000 (3)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
940,363

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.77%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

(1) Investment decisions of Easton Hunt Capital Partners, L.P. are made by its general partner, EHC GP, LP, through its general partner, EHC, Inc. John Friedman is the President and Chief Executive Officer of EHC, Inc. Mr. Friedman shares voting and investing power of the shares owned by Easton Hunt Capital Partners, L.P. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

(2) Comprised of the following securities held of record by Easton Hunt Capital Partners, L.P.: 612,960 shares of Series A convertible preferred stock which may be converted into 616,197 shares of common stock, currently exercisable warrants to purchase 166,667 shares of common stock, and currently exercisable warrants to purchase 87,040 shares of Series A convertible preferred stock which may be converted into 87,499 shares of common stock.

(3) Comprised of options exercisable within 60 days to acquire 70,000 shares of common stock held by John Friedman for the benefit of Easton Hunt Capital Partners, L.P. and Easton Capital Partners, L.P.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
EHC, Inc. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
NUMBER OF 870,363 (2)

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 70,000 (3)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 870,363 (2)

SHARED DISPOSITIVE POWER

8
WITH 70,000 (3)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
940,363

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.77%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO

(1) Investment decisions of Easton Hunt Capital Partners, L.P. are made by its general partner, EHC GP, LP, through its general partner, EHC, Inc. John Friedman is the President and Chief Executive Officer of EHC, Inc. Mr. Friedman shares voting and investing power of the shares owned by Easton Hunt Capital Partners, L.P. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

(2) Comprised of the following securities held of record by Easton Hunt Capital Partners, L.P.: 612,960 shares of Series A convertible preferred stock which may be converted into 616,197 shares of common stock, currently exercisable warrants to purchase 166,667 shares of common stock, and currently exercisable warrants to purchase 87,040 shares of Series A convertible preferred stock which may be converted into 87,499 shares of common stock.

(3) Comprised of options exercisable within 60 days to acquire 70,000 shares of common stock held by John Friedman for the benefit of Easton Hunt Capital Partners, L.P. and Easton Capital Partners, L.P.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Easton Capital Partners, LP (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5
SOLE VOTING POWER
NUMBER OF 703,696 (2)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 70,000 (3)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 703,696 (2)

8
SHARED DISPOSITIVE POWER
WITH 70,000 (3)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
773,696

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.04%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

- (1) Investment decisions of Easton Capital Partners, LP are made by its general partner, ECP GP, LLC, through its manager, ECP GP, Inc. John Friedman is the President and Chief Executive Officer of ECP GP, Inc. Mr. Friedman shares voting and investing power of the shares owned by Easton Capital Partners, LP. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (2) Comprised of the following securities held of record by Easton Capital Partners, LP: 612,960 shares of Series A convertible preferred stock which may be converted into 616,197 shares of common stock, and currently exercisable warrants to purchase 87,040 shares of Series A convertible preferred stock which may be converted into 87,499 shares of common stock.
- (3) Comprised of options exercisable within 60 days to acquire 70,000 shares of common stock held by John Friedman for the benefit of Easton Hunt Capital Partners, L.P. and Easton Capital Partners, L.P.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
ECP GP, LLC (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5
SOLE VOTING POWER
NUMBER OF 703,696 (2)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 70,000 (3)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 703,696 (2)

8
SHARED DISPOSITIVE POWER
WITH 70,000 (3)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
773,696

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.04%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) Investment decisions of Easton Capital Partners, LP are made by its general partner, ECP GP, LLC, through its manager, ECP GP, Inc. John Friedman is the President and Chief Executive Officer of ECP GP, Inc. Mr. Friedman shares voting and investing power of the shares owned by Easton Capital Partners, LP. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

(2) Comprised of the following securities held of record by Easton Capital Partners, LP: 612,960 shares of Series A convertible preferred stock which may be converted into 616,197 shares of common stock, and currently exercisable warrants to purchase 87,040 shares of Series A convertible preferred stock which may be converted into 87,499 shares of common stock.

(3) Comprised of options exercisable within 60 days to acquire 70,000 shares of common stock held by John Friedman for the benefit of Easton Hunt Capital Partners, L.P. and Easton Capital Partners, L.P.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
ECP GP, Inc. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	5	SOLE VOTING POWER
NUMBER OF		703,696 (2)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		70,000 (3)
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		703,696 (2)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		70,000 (3)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
773,696

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.04%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO

- (1) Investment decisions of Easton Capital Partners, LP are made by its general partner, ECP GP, LLC, through its manager, ECP GP, Inc. John Friedman is the President and Chief Executive Officer of ECP GP, Inc. Mr. Friedman shares voting and investing power of the shares owned by Easton Capital Partners, LP. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (2) Comprised of the following securities held of record by Easton Capital Partners, LP: 612,960 shares of Series A convertible preferred stock which may be converted into 616,197 shares of common stock, and currently exercisable warrants to purchase 87,040 shares of Series A convertible preferred stock which may be converted into 87,499 shares of common stock.
- (3) Comprised of options exercisable within 60 days to acquire 70,000 shares of common stock held by John Friedman for the benefit of Easton Hunt Capital Partners, L.P. and Easton Capital Partners, L.P.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael D. Aafedt

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 45,634 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 45,634 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
45,634 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.59%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 4,473 shares of Series A convertible preferred stock which may be converted into 4,496 shares of common stock, and currently exercisable warrants to purchase 635 shares of Series A convertible preferred stock which may be converted into 638 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Abrasive Technology, Inc. Profit Sharing Plan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Ohio

	5	SOLE VOTING POWER
NUMBER OF		33,009 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		33,009 (1)
PERSON		

WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
33,009 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

(1) Comprised of 32,000 shares of Series A-1 convertible preferred stock which may be converted into 33,009 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael Adrian

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		13,930 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		55,000 (2)
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		13,930 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		55,000 (2)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
68,930

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.88%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,943 shares of Series A convertible preferred stock which may be converted into 8,990 shares of common stock, 3,552 shares of Series A-1 convertible preferred stock which may be converted into 3,664 shares of common stock, and currently exercisable warrants to purchase 1,270 shares of Series A convertible preferred stock which may be converted into 1,276 shares of common stock.

(2) These securities are held by the Reporting Person and Betty Adrian as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Mark R. Alvig

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 12,439 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 12,439 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
12,439 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Shahla Amiri

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,166 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,166 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,166 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.08%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 5,000 shares of Series A-1 convertible preferred stock which may be converted into 5,157 shares of common stock and 1,000 shares of Series B convertible preferred stock which may be converted into 1,009 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Michelle W. Angelini

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 50,751 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 50,751 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

50,751 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.65%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 12,000 shares of Series A-1 convertible preferred stock which may be converted into 12,378 shares of common stock and 38,000 shares of Series B convertible preferred stock which may be converted into 38,373 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Michael J. Antonello

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 228,823 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 228,823 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

228,823 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.89%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Includes 35,937 shares of Series A convertible preferred stock which may be converted into 36,126 shares of common stock, 18,255 shares of Series A-1 convertible preferred stock which may be converted into 18,831 shares of common stock, options exercisable within 60 days to acquire 57,404 shares of common stock, currently exercisable warrants to purchase 11,450 shares of common stock, and currently exercisable warrants to purchase 5,103 shares of Series A convertible preferred stock which may be converted into 5,129 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Applecrest Partners Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

	5	SOLE VOTING POWER
NUMBER OF	0	
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY	50,000 (1)	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	0	
WITH	8	SHARED DISPOSITIVE POWER
	50,000 (1)	

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
50,000 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.64%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Gary M. Petrucci is the general partner of Applecrest Partners Limited Partnership.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Massoud Arbabzadeh

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

John T. Arvold

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 2,728 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,728 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,728 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,702 shares of Series B convertible preferred stock which may be converted into 2,728 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Naoum Baladi

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 28,883 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 28,883 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
28,883 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.37%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 28,000 shares of Series A-1 convertible preferred stock which may be converted into 28,883 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael Barish

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 63,360 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 63,360 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
63,360 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.81%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 44,474 shares of Series A convertible preferred stock which may be converted into 44,708 shares of common stock, 11,928 shares of Series A-1 convertible preferred stock which may be converted into 12,304 shares of common stock, and currently exercisable warrants to purchase 6,315 shares of Series A convertible preferred stock which may be converted into 6,348 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Kyle B. Berger

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 110,000

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 110,000

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
110,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.41%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Frederick L. Betz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 9,799 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,189 (2)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 9,799 (1)

SHARED DISPOSITIVE POWER

8

WITH 6,189 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
15,988

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.20%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 9,500 shares of Series A-1 convertible preferred stock which may be converted into 9,799 shares of common stock.

(2) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock. These securities are held by the Reporting Person and Cynthia A. Betz as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Cynthia A. Betz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,189 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 6,189 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,189 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock. These securities are held by the Reporting Person and Frederick L. Betz as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 John A. Beyer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 4,215 (2)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 4,215 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 10,282

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.13%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

(2) Comprised of 3,529 shares of Series A-1 convertible preferred stock which may be converted into 3,640 shares of common stock and 570 shares of Series B convertible preferred stock which may be converted into 575 shares of common stock. These securities are held by the Reporting Person and Darla R. Johnson as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Thomas M. Bies

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF	0	
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY	8,796 (1)	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	0	
WITH	8	SHARED DISPOSITIVE POWER
	8,796 (1)	

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,796 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock and 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Edith C. Bies as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Edith C. Bies

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

8,796 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

8,796 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
8,796 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock and 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Thomas M. Bies as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gerry Black

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Brent G. Blackey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 41,135 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 41,135 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,135 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.50%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,900 shares of Series A-1 convertible preferred stock which may be converted into 6,086 shares of common stock, 5,000 shares of Series B convertible preferred stock which may be converted into 5,049 shares of common stock, and options exercisable within 60 days to acquire 30,000 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael J. Bogart

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 5,054 (1)

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 5,054 (1)

SHARED DISPOSITIVE POWER

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,054 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 4,900 shares of Series A-1 convertible preferred stock which may be converted into 5,054 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
William Bold

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,713 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,713 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,713 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,600 shares of Series A-1 convertible preferred stock which may be converted into 3,713 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

John R. Borrell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 151,469 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 151,469 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

151,469 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.91%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 11,764 shares of Series A-1 convertible preferred stock which may be converted into 12,135 shares of common stock and options exercisable within 60 days to acquire 116,334 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gerald E. Bowers

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 103,370 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 103,370 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
103,370 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.33%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 8,947 shares of Series A convertible preferred stock which may be converted into 8,994 shares of common stock and currently exercisable warrants to purchase 1,270 shares of Series A convertible preferred stock which may be converted into 1,276 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Claude A. Brachfeld

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 2,728 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,728 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,728 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,702 shares of Series A-1 convertible preferred stock which may be converted into 2,728 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Robert Brady

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 9,283 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 9,283 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
9,283 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 9,000 shares of Series A-1 convertible preferred stock which may be converted into 9,283 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Larry Brandt

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
0

SHARED VOTING POWER

6
SHARES
BENEFICIALLY
OWNED BY
27,898 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON
0

SHARED DISPOSITIVE POWER

8
WITH
27,898 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
27,898 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.36%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Includes 8,943 shares of Series A convertible preferred stock which may be converted into 8,990 shares of common stock, 4,120 shares of Series A-1 convertible preferred stock which may be converted into 4,250 shares of common stock, 5,000 shares of Series B convertible preferred stock which may be converted into 5,049 shares of common stock, and currently exercisable warrants to purchase 1,270 shares of Series A convertible preferred stock which may be converted into 1,276 shares of common stock. These securities are held by the Reporting Person and Judy Brandt as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Judy Brandt

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 27,898 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

27,898 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
27,898 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.36%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Includes 8,943 shares of Series A convertible preferred stock which may be converted into 8,990 shares of common stock, 4,120 shares of Series A-1 convertible preferred stock which may be converted into 4,250 shares of common stock, 5,000 shares of Series B convertible preferred stock which may be converted into 5,049 shares of common stock, and currently exercisable warrants to purchase 1,270 shares of Series A convertible preferred stock which may be converted into 1,276 shares of common stock. These securities are held by the Reporting Person and Larry Brandt as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

David Brink

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 70,609 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 70,609 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

70,609 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.90%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 11,717 shares of Series A convertible preferred stock which may be converted into 11,778 shares of common stock, 17,000 shares of Series A-1 convertible preferred stock which may be converted into 17,536 shares of common stock, and 1,283 shares of Series B convertible preferred stock which may be converted into 1,295 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gerald F. Bubnick

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,034 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,034 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Brian P. Burns, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 7,736 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 7,736 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

7,736 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.10%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 7,500 shares of Series A-1 convertible preferred stock which may be converted into 7,736 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Marlyn and Margaret Buss, Trustees, Marlyn and Margaret Buss Rev. Living Trust dated 4/12/04

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 12,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 12,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

12,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.15%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Includes 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Timothy Byrne and Sandra Byrne, Ttees, Byrne Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Arizona

5
SOLE VOTING POWER
NUMBER OF 6,067 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,067 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Calmedica Capital L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 98,252 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 98,252 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

98,252 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.25%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Comprised of 97,297 shares of Series B convertible preferred stock which may be converted into 98,252 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Christopher Campbell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 3,033 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,033 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

H. Daniel Caparo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Franklin G. Capitanini

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 5,983 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,983 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,983 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,800 shares of Series A-1 convertible preferred stock which may be converted into 5,983 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Joseph Anthony Cardenas

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 30,327 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 30,327 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,327 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.39%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 29,400 shares of Series A-1 convertible preferred stock which may be converted into 30,327 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Cardio Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 58,230 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 58,230 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

58,230 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.74%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 50,722 shares of Series A convertible preferred stock which may be converted into 50,989 shares of common stock, and currently exercisable warrants to purchase 7,203 shares of Series A convertible preferred stock which may be converted into 7,241 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Stephen Carito

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 14,728 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 14,728 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

14,728 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.19%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 2,702 shares of Series B convertible preferred stock which may be converted into 2,728 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Curtis L. Carlson Family Foundation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 113,356 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 113,356 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

113,356 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.43%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 43,783 shares of Series A convertible preferred stock which may be converted into 44,014 shares of common stock, 29,414 shares of Series A-1 convertible preferred stock which may be converted into 30,342 shares of common stock, 32,433 shares of Series B convertible preferred stock which may be converted into 32,751 shares of common stock, and currently exercisable warrants to purchase 6,217 shares of Series A convertible preferred stock which may be converted into 6,249 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Steven W. Carter

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		8,250 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		8,250 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,250 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock, and 2,162 shares of Series B convertible preferred stock which may be converted into 2,183 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

CAVA Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Michigan

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

John F. Cavanaugh

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 3,094 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,094 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Vijay T. Char

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

SOLE VOTING POWER
5
NUMBER OF 6,067 (1)

SHARES BENEFICIALLY OWNED BY **6**
SHARED VOTING POWER
0

EACH REPORTING PERSON **7**
SOLE DISPOSITIVE POWER
6,067 (1)

WITH **8**
SHARED DISPOSITIVE POWER
0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Scott Chase

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 21,082 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 21,082 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

21,082 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.27%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,647 shares of Series A-1 convertible preferred stock which may be converted into 18,203 shares of common stock, and 2,851 shares of Series B convertible preferred stock which may be converted into 2,879 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Richard J. Cherry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 0

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 3,034 (1)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8
SHARED DISPOSITIVE POWER
WITH 3,034 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock. These securities are held by the Reporting Person and JoAnn Cherry as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

JoAnn Cherry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,034 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 3,034 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock. These securities are held by the Reporting Person and Richard J. Cherry as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

George Jean Chilazi

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,990 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,990 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,990 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,777 shares of Series A-1 convertible preferred stock which may be converted into 6,990 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Bruce A. Church

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

SOLE VOTING POWER
5
NUMBER OF 6,067 (1)

SHARES BENEFICIALLY OWNED BY **6**
SHARED VOTING POWER
0

EACH REPORTING PERSON **7**
SOLE DISPOSITIVE POWER
5,882 (1)

WITH **8**
SHARED DISPOSITIVE POWER
0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Walter Douglas Clark

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

David E. Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,069 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,069 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,069 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,884 shares of Series A-1 convertible preferred stock which may be converted into 6,069 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Sandra Novak Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 5,459 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,459 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,459 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,406 shares of Series B convertible preferred stock which may be converted into 5,459 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Sean Collins

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 51,917 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 51,917 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

51,917 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.66%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 24,706 shares of Series A-1 convertible preferred stock which may be converted into 25,485 shares of common stock, and options exercisable within 60 days to acquire 15,000 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Tom Correia

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Ralph D. Crawford

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		12,120 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		12,120 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,120 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 11,750 shares of Series A-1 convertible preferred stock which may be converted into 12,120 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Kenneth J. Crowell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 8,187 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 8,187 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
8,187 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,108 shares of Series B convertible preferred stock which may be converted into 8,187 shares of common stock. These securities are held by the Reporting Person and Veronica J. Crowell as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Veronica J. Crowell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 8,187 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 8,187 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

8,187 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,108 shares of Series B convertible preferred stock which may be converted into 8,187 shares of common stock. These securities are held by the Reporting Person and Kenneth J. Crowell as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Steven Crowell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 30,916 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 30,916 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
30,916 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.40%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 10,810 shares of Series B convertible preferred stock which may be converted into 10,916 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
CSI Investment, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5
SOLE VOTING POWER

NUMBER OF 18,829 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 18,829 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,829 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.24%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) Comprised of 16,402 shares of Series A convertible preferred stock which may be converted into 16,488 shares of common stock, and currently exercisable warrants to purchase 2,329 shares of Series A convertible preferred stock which may be converted into 2,341 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Carla C. Dahl

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 8,275 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 8,275 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

8,275 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 590 shares of Series A-1 convertible preferred stock which may be converted into 608 shares of common stock, and options exercisable within 60 days to acquire 5,000 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Marc Daniels

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 545 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 545 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

545 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.01%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 540 shares of Series B convertible preferred stock which may be converted into 545 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Tony S. Das

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 17,167 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 17,167 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
17,167 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.22%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,000 shares of Series B convertible preferred stock which may be converted into 17,167 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Thomas P. Davis

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 15,867 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 15,867 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,867 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.20%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Keith Donnan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Peter S. Dougan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 3,033 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,033 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Dennis Dunning

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
0

SHARED VOTING POWER

6
SHARES
BENEFICIALLY
OWNED BY 1,091 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 1,091 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,091 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.01%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 1,081 shares of Series B convertible preferred stock which may be converted into 1,091 shares of common stock. These securities are held by the Reporting Person and Susan Dunning as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Susan Dunning

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,091 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 1,091 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 1,091 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.01%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 1,081 shares of Series B convertible preferred stock which may be converted into 1,091 shares of common stock. These securities are held by the Reporting Person and Dennis Dunning as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Mark W. DuPont

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 6,189 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,189 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,189 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Richard E. Dye

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 7,272 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 7,272 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
7,272 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 7,050 shares of Series A-1 convertible preferred stock which may be converted into 7,272 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Keith M. Eastman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		4,126 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		4,126 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,126 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 4,000 shares of Series A-1 convertible preferred stock which may be converted into 4,126 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Ronit Eres

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 5,458 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,458 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,458 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Joane Evans

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 5,763 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 5,763 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,763 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.07%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock, and 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Lyell Evans as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Lyell Evans

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

5,763 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

5,763 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,763 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.07%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock, and 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Joane Evans as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Ryan E. Evans

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 8,797 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 8,797 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,797 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.11%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 5,883 shares of Series A-1 convertible preferred stock which may be converted into 6,068 shares of common stock, and 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Donald E. Fischer III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 2,728 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,728 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,728 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,702 shares of Series B convertible preferred stock which may be converted into 2,728 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gary Jay Fishbein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 6,189 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,189 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,189 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
James E. Flaherty

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 98,833 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 45,500 (2)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 98,833 (1)

8
SHARED DISPOSITIVE POWER
WITH 45,500 (2)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
144,333

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.83%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Comprised of options exercisable within 60 days to acquire 98,833 shares of common stock.
- (2) These securities are held by the Reporting Person and Judith L. Flaherty as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Judith L. Flaherty

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 45,500 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 45,500 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
45,500 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.58%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) These securities are held by the Reporting Person and James E. Flaherty as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Jeffrey Fleming

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 3,034 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,034 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
James Flynn

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 6,067 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,067 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Joseph D. Flynn, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 5,495 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 5,495 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,495 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,406 shares of Series B convertible preferred stock which may be converted into 5,495 shares of common stock. These securities are held by the Reporting Person and Lori G. Flynn as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Lori G. Flynn

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 5,495 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 5,495 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,495 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,406 shares of Series B convertible preferred stock which may be converted into 5,495 shares of common stock. These securities are held by the Reporting Person and Joseph D. Flynn, Jr. as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Linda M. Foster

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		26,550 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		26,550 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,550 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.34%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,890 shares of Series A convertible preferred stock which may be converted into 17,984 shares of common stock, 2,404 shares of Series A-1 convertible preferred stock which may be converted into 2,479 shares of common stock, 3,500 shares of Series B convertible preferred stock which may be converted into 3,534 shares of common stock, and currently exercisable warrants to purchase 2,540 shares of Series A convertible preferred stock which may be converted into 2,553 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Robert J. Foster

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 2,500

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 2,500

SHARED DISPOSITIVE POWER

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,500

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael D. Fugit

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,033 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,033 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael Furlong

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 6,067 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,067 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
GDN Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

5
SOLE VOTING POWER
NUMBER OF 483,112 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 483,112 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
483,112 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.95%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Includes 131,349 shares of Series A convertible preferred stock which may be converted into 132,042 shares of common stock, 41,913 shares of Series A-1 convertible preferred stock which may be converted into 43,235 shares of common stock, 54,054 shares of Series B convertible preferred stock which may be converted into 54,585 shares of common stock, currently exercisable warrants to purchase 83,333 shares of common stock, and currently exercisable warrants to purchase 18,652 shares of Series A convertible preferred stock which may be converted into 18,750 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Geoffrey T. Gainor

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Dennis R. Gancarz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

T. Trent Gegax

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 3,500

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,500

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,500

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

GFTH Investment Club

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Pennsylvania

SOLE VOTING POWER

5

NUMBER OF 4,907 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 4,907 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,907 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 4,860 shares of Series B convertible preferred stock which may be converted into 4,907 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Kenneth L. Gibbs

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,043 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 3,043 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,043 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,950 shares of Series A-1 convertible preferred stock which may be converted into 3,043 shares of common stock. These securities are held by the Reporting Person and Beverly T. Gibbs as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Beverly T. Gibbs

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

3,043 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

3,043 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,043 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,950 shares of Series A-1 convertible preferred stock which may be converted into 3,043 shares of common stock. These securities are held by the Reporting Person and Kenneth L. Gibbs as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Scott Kean Goodman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 61,876 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 61,876 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

61,876 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.79%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 19,059 shares of Series A-1 convertible preferred stock which may be converted into 19,660 shares of common stock, and options exercisable within 60 days to acquire 14,166 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
The Gramercy Fund

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

	5	SOLE VOTING POWER
NUMBER OF		96,227 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		96,227 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
96,227 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.23%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Includes 8,108 shares of Series B convertible preferred stock which may be converted into 8,187 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
James R. Gray

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 8,517 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 8,517 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,517 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 3,064 shares of Series A convertible preferred stock which may be converted into 3,080 shares of common stock and currently exercisable warrants to purchase 435 shares of Series A convertible preferred stock which may be converted into 437 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
R. Hunt Greene

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 6,705 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,705 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,705 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,500 shares of Series A-1 convertible preferred stock which may be converted into 6,705 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Daniel Patrick Greenleaf

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,315 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 10,315 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,315 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 10,000 shares of Series A-1 convertible preferred stock which may be converted into 10,315 shares of common stock. These securities are held by the Reporting Person and Diane Francis Greenleaf as tenants-in-common.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Diane Francis Greenleaf

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,315 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 10,315 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,315 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 10,000 shares of Series A-1 convertible preferred stock which may be converted into 10,315 shares of common stock. These securities are held by the Reporting Person and Daniel Patrick Greenleaf as tenants-in-common.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Pierson M. Grieve, Trustee, Pierson M. Grieve Rev Trust U/A/D 4/28/95, as amended

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 10,273 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 10,273 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,273 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 8,949 shares of Series A convertible preferred stock which may be converted into 8,996 shares of common stock and currently exercisable warrants to purchase 1,271 shares of Series A convertible preferred stock which may be converted into 1,277 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Barry K. Griffith

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 46,669 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 46,669 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
46,669 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.60%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 18,750 shares of Series A-1 convertible preferred stock which may be converted into 19,341 shares of common stock, and options exercisable within 60 days to acquire 11,333 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Edith Guglielmi

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		7,282 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		7,282 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,282 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 7,060 shares of Series A-1 convertible preferred stock which may be converted into 7,282 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Ron B. Guillot

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 2,729 (1)

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 2,729 (1)

SHARED DISPOSITIVE POWER

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,729 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
David J. Gunther

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 3,033 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,033 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Rob Hadley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 9,100 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 9,100 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 9,100 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,823 shares of Series A-1 convertible preferred stock which may be converted into 9,100 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Scott Robert Hannum

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 23,051 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 23,051 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

23,051 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.30%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 11,764 shares of Series A-1 convertible preferred stock which may be converted into 12,135 shares of common stock, and 10,810 shares of Series B convertible preferred stock which may be converted into 10,916 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Scott Merle Hanson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 23,284 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 23,284 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

23,284 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.30%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 600 shares of Series A-1 convertible preferred stock which may be converted into 618 shares of common stock, and options exercisable within 60 days to acquire 18,666 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Geoffrey O. Hartzler

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 380,472 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 380,472 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

380,472 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.76%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes options exercisable within 60 days to acquire 199,809 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Kimberly B. Haynie

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 3,275 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,275 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,275 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,244 shares of Series B convertible preferred stock which may be converted into 3,275 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 James C. Hays

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 2,728 (1)

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON 2,728 (1)

SHARED DISPOSITIVE POWER

8 WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,728 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,702 shares of Series B convertible preferred stock which may be converted into 2,728 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Steven J. Healy

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 22,823 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 22,823 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

22,823 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.29%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,815 shares of Series A convertible preferred stock which may be converted into 8,861 shares of common stock, 9,431 shares of Series A-1 convertible preferred stock which may be converted into 9,728 shares of common stock, 2,948 shares of Series B convertible preferred stock which may be converted into 2,976 shares of common stock, and currently exercisable warrants to purchase 1,252 shares of Series A convertible preferred stock which may be converted into 1,258 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Syntel, LLC Profit Sharing Plan FBO Alfred Harry Herget, Alfred Harry Herget, Trustee

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Arkansas

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Richard R. Heuser and Sharon L. Heuser, Trustees, R&S Trust dt 8/3/99

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Arizona

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Richard R. Heuser

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 8,187 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 8,187 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

8,187 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,108 shares of Series B convertible preferred stock which may be converted into 8,187 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

David Richard Hewitt

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 13,410 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 13,410 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

13,410 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.17%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 13,000 shares of Series A-1 convertible preferred stock which may be converted into 13,410 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Robert C. Hinckle

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 18,203 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 18,203 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

18,203 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.23%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,647 shares of Series A-1 convertible preferred stock which may be converted into 18,203 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
William Hoffman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER

NUMBER OF 0

6
SHARES BENEFICIALLY OWNED BY 6,067 (1)
SHARED VOTING POWER

7
EACH REPORTING PERSON 0
SOLE DISPOSITIVE POWER

8
WITH 6,067 (1)
SHARED DISPOSITIVE POWER

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and Lilia Helen Hoffman as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Lilia Helen Hoffman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,067 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 6,067 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and William Hoffman as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Jeremy Houseman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 3,034 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 3,034 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Derek J. Howe

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 14,752 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 14,752 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

14,752 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.19%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 8,000 shares of Series A-1 convertible preferred stock which may be converted into 8,252 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Roger J. Howe

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 327,275 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 327,275 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

327,275 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of options exercisable within 60 days to acquire 272,775 shares of common stock, 41,500 shares of common stock held by Sonora Web Limited Liability Limited Partnership, and currently exercisable warrants to purchase 13,000 shares of common stock held by Sonora Web Limited Liability Limited Partnership. Roger J. Howe is the chief executive officer of Sonora Web Limited Liability Limited Partnership.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Wende S. Hutton, Trustee, Hutton Living Trust dtd 12/10/96

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Innovasc, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Florida

SOLE VOTING POWER

5

NUMBER OF 4,641 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 4,641 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,641 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 4,500 shares of Series A-1 convertible preferred stock which may be converted into 4,641 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Michael Iovanni

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 3,033 (1)

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

3,033 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock. These securities are held by the Reporting Person and Linda Iovanni as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Linda Iovanni

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 3,033 (1)

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

3,033 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock. These securities are held by the Reporting Person and Michael Iovanni as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Andrew J. Iseman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 33,061 (1)

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

33,061 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

33,061 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,657 shares of Series A convertible preferred stock which may be converted into 17,750 shares of common stock, 7,108 shares of Series A-1 convertible preferred stock which may be converted into 7,332 shares of common stock, 5,406 shares of Series B convertible preferred stock which may be converted into 5,459 shares of common stock, and currently exercisable warrants to purchase 2,507 shares of Series A convertible preferred stock which may be converted into 2,520 shares of common stock.. These securities are held by the Reporting Person and Shelly D. Iseman as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Shelly D. Iseman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER

NUMBER OF 0

6
SHARES BENEFICIALLY OWNED BY 33,061 (1)
SHARED VOTING POWER

7
EACH REPORTING PERSON 0
SOLE DISPOSITIVE POWER

8
WITH 33,061 (1)
SHARED DISPOSITIVE POWER

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
33,061 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,657 shares of Series A convertible preferred stock which may be converted into 17,750 shares of common stock, 7,108 shares of Series A-1 convertible preferred stock which may be converted into 7,332 shares of common stock, 5,406 shares of Series B convertible preferred stock which may be converted into 5,459 shares of common stock, and currently exercisable warrants to purchase 2,507 shares of Series A convertible preferred stock which may be converted into 2,520 shares of common stock. These securities are held by the Reporting Person and Andrew J. Iseman as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

ITX International Equity Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 778,186 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 778,186 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

778,186 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 350,263 shares of Series A convertible preferred stock which may be converted into 352,112 shares of common stock, 47,079 shares of Series A-1 convertible preferred stock which may be converted into 48,564 shares of common stock, 324,325 shares of Series B convertible preferred stock which may be converted into 327,511 shares of common stock, and currently exercisable warrants to purchase 49,737 shares of Series A convertible preferred stock which may be converted into 49,999 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Sean Janzer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 22,136 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 22,136 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

22,136 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.28%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 11,765 shares of Series A-1 convertible preferred stock which may be converted into 12,136 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Sara Jay

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,086 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH 7

REPORTING 6,086 (1)

PERSON

SHARED DISPOSITIVE POWER

WITH

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,086 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,900 shares of Series A-1 convertible preferred stock which may be converted into 6,086 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Takemito Jimbo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER

NUMBER OF 12,136 (1)

6
SHARES BENEFICIALLY OWNED BY 0
SHARED VOTING POWER

7
EACH REPORTING PERSON 12,136 (1)
SOLE DISPOSITIVE POWER

8
WITH 0
SHARED DISPOSITIVE POWER

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,136 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 11,765 shares of Series A-1 convertible preferred stock which may be converted into 12,136 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Charles David Joffe

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,189 (1)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 6,189 (1)

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,189 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Darla R. Johnson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
NUMBER OF SOLE VOTING POWER
0

6
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 4,215 (1)

7
EACH SOLE DISPOSITIVE POWER
REPORTING PERSON 0

8
WITH SHARED DISPOSITIVE POWER
4,215 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,215 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,529 shares of Series A-1 convertible preferred stock which may be converted into 3,640 shares of common stock, and 570 shares of Series B convertible preferred stock which may be converted into 575 shares of common stock. These securities are held by the Reporting Person and John A. Beyer as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Randall L. Johnson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 152,464

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 152,464

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
152,464

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.96%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael J. Kallok

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 688,715 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 688,715 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
688,715 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes options exercisable within 60 days to acquire 683,215 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Elias H. Kassab

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Salwa Kassab

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,640 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 3,640 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,640 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,529 shares of Series A-1 convertible preferred stock which may be converted into 3,640 shares of common stock. These securities are held by the Reporting Person and Suha Kassab as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Suha Kassab

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,640 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 3,640 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,640 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,529 shares of Series A-1 convertible preferred stock which may be converted into 3,640 shares of common stock. These securities are held by the Reporting Person and Salwa Kassab as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
KD Holding, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

5
SOLE VOTING POWER
NUMBER OF 6,189 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,189 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,189 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

William Michael Keith

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 3,821 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,821 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,821 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,784 shares of Series B convertible preferred stock which may be converted into 3,821 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Thomas Kelleher

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 23,469 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 23,469 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
23,469 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.30%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 20,444 shares of Series A convertible preferred stock which may be converted into 20,551 shares of common stock, and currently exercisable warrants to purchase 2,903 shares of Series A convertible preferred stock which may be converted into 2,918 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Puneet K. Khanna

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

18,203 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

18,203 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
18,203 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.23%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,647 shares of Series A-1 convertible preferred stock which may be converted into 18,203 shares of common stock. These securities are held by the Reporting Person and Monica Khanna as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Monica Khanna

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 0

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 18,203 (1)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8
SHARED DISPOSITIVE POWER
WITH 18,203 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,203 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.23%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 17,647 shares of Series A-1 convertible preferred stock which may be converted into 18,203 shares of common stock. These securities are held by the Reporting Person and Puneet K. Khanna as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Yazan Khatib

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 3,033 (1)

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 3,033 (1)

SHARED DISPOSITIVE POWER

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Farhad Khosravi, Trustee, Farhad Khosravi and Flora Shirzad Khosravi Trust U/A dtd 10/19/04

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Bertram W. Klein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 16,994 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 16,994 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
16,994 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.22%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 10,000 shares of Series A-1 convertible preferred stock which may be converted into 10,315 shares of common stock, and 6,615 shares of Series B convertible preferred stock which may be converted into 6,679 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Paul A. Koehn

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 37,821 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 37,821 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

37,821 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.48%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,784 shares of Series B convertible preferred stock which may be converted into 3,821 shares of common stock, and options exercisable within 60 days to acquire 34,000 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Joseph F. Koziol

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,068 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,068 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,068 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,883 shares of Series A-1 convertible preferred stock which may be converted into 6,068 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Al Kraus

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,034 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 9,103 (2)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,034 (1)

SHARED DISPOSITIVE POWER

8

WITH 9,103 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
12,137

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.16%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock.

(2) Comprised of 8,825 shares of Series A-1 convertible preferred stock which may be converted into 9,103 shares of common stock. These securities are held by the Reporting Person and Eileen Kraus as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Eileen Kraus

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 9,103 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 9,103 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

9,103 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,825 shares of Series A-1 convertible preferred stock which may be converted into 9,103 shares of common stock. These securities are held by the Reporting Person and Al Kraus as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

David Kraus

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 4,103 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 4,103 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,103 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.05%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock, and 1,000 shares of Series B convertible preferred stock which may be converted into 1,009 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Scott William Kraus

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 87,045 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 87,045 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

87,045 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 22,600 shares of Series A-1 convertible preferred stock which may be converted into 23,312 shares of common stock, and options exercisable within 60 days to acquire 33,333 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
John T. Kuzara

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 6,067 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,067 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Habib John Lahlouh

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,189 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,189 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,189 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
David Lamadrid

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,034 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,034 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Lehmkuhl Family Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

5
SOLE VOTING POWER
NUMBER OF 50,000

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 50,000

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
50,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.64%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Aaron Lew

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 61,746 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 61,746 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

61,746 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.79%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 40,529 shares of Series A-1 convertible preferred stock which may be converted into 41,807 shares of common stock, and options exercisable within 60 days to acquire 11,333 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Robert Lindmeier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

17,593 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

17,593 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
17,593 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.23%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 11,764 shares of Series A-1 convertible preferred stock which may be converted into 12,135 shares of common stock, and 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Sheryl Lindmeier as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Sheryl Lindmeier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 0

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 17,593 (1)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8
SHARED DISPOSITIVE POWER
WITH 17,593 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,593 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.23%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 11,764 shares of Series A-1 convertible preferred stock which may be converted into 12,135 shares of common stock, and 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Robert Lindmeier as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

William Andrew Lindmeier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 5,157 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 5,157 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,157 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,000 shares of Series A-1 convertible preferred stock which may be converted into 5,157 shares of common stock. These securities are held by the Reporting Person and Susan J. Lindmeier as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Susan J. Lindmeier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 5,157 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 5,157 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 5,157 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,000 shares of Series A-1 convertible preferred stock which may be converted into 5,157 shares of common stock. These securities are held by the Reporting Person and William Andrew Lindmeier as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Wells Fargo Bank, N.A. as Trustee of the Donald M. Longlet Rev Trust dtd 9/12/89

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 33,947 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 33,947 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

33,947 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.43%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 11,764 shares of Series A-1 convertible preferred stock which may be converted into 12,135 shares of common stock, and 21,600 shares of Series B convertible preferred stock which may be converted into 21,812 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Louis Lopez

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 12,136 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 12,136 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
12,136 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 11,765 shares of Series A-1 convertible preferred stock which may be converted into 12,136 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Richard A. Lotti

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
6,067 (1)

SHARED DISPOSITIVE POWER

WITH **8**
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Jonathan K. Lubkert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 618 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 618 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

618 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.01%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 600 shares of Series A-1 convertible preferred stock which may be converted into 618 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Kenneth H. Lubkert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 4,854 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 4,854 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,854 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 4,706 shares of Series A-1 convertible preferred stock which may be converted into 4,854 shares of common stock. These securities are held by the Reporting Person and Elizabeth R. Lubkert as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Elizabeth R. Lubkert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 4,854 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 4,854 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,854 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 4,706 shares of Series A-1 convertible preferred stock which may be converted into 4,854 shares of common stock. These securities are held by the Reporting Person and Kenneth H. Lubkert as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Carleen Lunceford

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

2,729 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

2,729 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,729 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Marvin Lunceford as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Marvin Lunceford

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 0

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,729 (1)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8
SHARED DISPOSITIVE POWER
WITH 2,729 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,729 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Carleen Lunceford as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Satyaprakash Makam

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Louis Manfredo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
NUMBER OF SOLE VOTING POWER
0

6
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 3,034 (1)

7
EACH SOLE DISPOSITIVE POWER
REPORTING PERSON 0

8
WITH SHARED DISPOSITIVE POWER
3,034 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock. These securities are held by the Reporting Person and Genevieve Manfredo as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Genevieve Manfredo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
0

SHARED VOTING POWER

6
SHARES
BENEFICIALLY
OWNED BY 3,034 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 3,034 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock. These securities are held by the Reporting Person and Louis Manfredo as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Carol A. Martin, Sole Trustee of the Martin Family Revocable Trust dated July 31, 1997

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.08%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

- (1) Comprised of
5,882 shares of
Series A-1
convertible
preferred stock
which may be
converted into
6,067 shares of
common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Lynne Martin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 1,237 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 1,237 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,237 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.02%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 1,200 shares of Series A-1 convertible preferred stock which may be converted into 1,237 shares of common stock. These securities are held by the Reporting Person and Tevis P. Martin III as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Tevis P. Martin III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,237 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 1,237 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 1,237 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.02%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 1,200 shares of Series A-1 convertible preferred stock which may be converted into 1,237 shares of common stock. These securities are held by the Reporting Person and Lynne Martin as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Maverick Capital, Ltd. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Texas

SOLE VOTING POWER

5

NUMBER OF 2,570,882(2)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 70,000(3)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,570,882(2)

SHARED DISPOSITIVE POWER

8

WITH 70,000(3)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,640,882 (2)(3)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

25.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IA

(1) Maverick Capital, Ltd. (Maverick Capital) is a registered investment adviser under the Investment Advisers Act of 1940, as amended and acts as the investment manager for each of the portfolio funds that directly hold the reported securities. Maverick Capital Management, LLC (Maverick) is the general partner of Maverick Capital. Lee S. Ainslie III is the manager of Maverick who is granted sole investment decision pursuant to Maverick s limited liability company regulations. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary

interest therein.

(2) Comprised of securities directly owned by Maverick Fund, L.D.C., Maverick Fund USA, Ltd., Maverick Fund II, Ltd., and Christina Wyskiel.

The following securities are directly owned by Maverick Fund, L.D.C.:

770,212 shares of Series A convertible preferred stock which may be converted into 774,280 shares of common stock, 103,524 shares of Series A-1 convertible preferred stock which may be converted into 106,790 shares of common stock, 47,545 shares of Series B convertible preferred stock which may be converted into 48,012 shares of common stock, currently exercisable warrants to purchase 109,370 shares of Series A convertible preferred stock which may be converted into 109,947 shares of common stock, and currently exercisable warrants to purchase 91,623 shares of common stock. The following securities are directly owned by Maverick Fund

USA, Ltd.: 310,952 shares of Series A convertible preferred stock which may be converted into 312,594 shares of common stock, 41,795 shares of Series A-1 convertible preferred stock which may be converted into 43,113 shares of common stock, 19,195 shares of Series B convertible preferred stock which may be converted into 19,383 shares of common stock, currently exercisable warrants to purchase 44,155 shares of Series A convertible preferred stock which may be converted into 44,388 shares of common stock, and currently exercisable warrants to purchase 36,990 shares of common stock. The following securities are directly owned by Maverick Fund II, Ltd.: 670,149 shares of Series A convertible preferred stock which may be converted into 673,688 shares of common stock, 90,075 shares of Series A-1 convertible preferred stock which may be converted into 92,917 shares of common stock,

41,368 shares of Series B convertible preferred stock which may be converted into 41,774 shares of common stock, currently exercisable warrants to purchase 95,161 shares of Series A convertible preferred stock which may be converted into 95,663 shares of common stock, and currently exercisable warrants to purchase 79,720 shares of common stock.

(3) Christina Wyskiel holds 70,000 stock options exercisable within 60 days for the benefit of Maverick Fund, L.D.C., Maverick Fund USA, Ltd., and Maverick Fund II, Ltd. Ms. Wyskiel is an employee of an affiliate of Maverick Capital.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Maverick Capital Management, LLC (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5
SOLE VOTING POWER
NUMBER OF 2,570,882(2)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 70,000(3)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 2,570,882(2)

8
SHARED DISPOSITIVE POWER
WITH 70,000(3)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,640,882 (2)(3)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

25.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

HC

(1) Maverick Capital, Ltd. (Maverick Capital) is a registered investment adviser under the Investment Advisers Act of 1940, as amended and acts as the investment manager for each of the portfolio funds that directly hold the reported securities. Maverick Capital Management, LLC (Maverick) is the general partner of Maverick Capital. Lee S. Ainslie III is the manager of Maverick who is granted sole investment decision pursuant to Maverick s limited liability company regulations. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary

interest therein.

(2) Comprised of securities directly owned by Maverick Fund, L.D.C., Maverick Fund USA, Ltd., Maverick Fund II, Ltd., and Christina Wyskiel.

The following securities are directly owned by Maverick Fund, L.D.C.:

770,212 shares of Series A convertible preferred stock which may be converted into 774,280 shares of common stock, 103,524 shares of Series A-1 convertible preferred stock which may be converted into 106,790 shares of common stock, 47,545 shares of Series B convertible preferred stock which may be converted into 48,012 shares of common stock, currently exercisable warrants to purchase 109,370 shares of Series A convertible preferred stock which may be converted into 109,947 shares of common stock, and currently exercisable warrants to purchase 91,623 shares of common stock. The following securities are directly owned by Maverick Fund

USA, Ltd.: 310,952 shares of Series A convertible preferred stock which may be converted into 312,594 shares of common stock, 41,795 shares of Series A-1 convertible preferred stock which may be converted into 43,113 shares of common stock, 19,195 shares of Series B convertible preferred stock which may be converted into 19,383 shares of common stock, currently exercisable warrants to purchase 44,155 shares of Series A convertible preferred stock which may be converted into 44,388 shares of common stock, and currently exercisable warrants to purchase 36,990 shares of common stock. The following securities are directly owned by Maverick Fund II, Ltd.: 670,149 shares of Series A convertible preferred stock which may be converted into 673,688 shares of common stock, 90,075 shares of Series A-1 convertible preferred stock which may be converted into 92,917 shares of common stock,

41,368 shares of Series B convertible preferred stock which may be converted into 41,774 shares of common stock, currently exercisable warrants to purchase 95,161 shares of Series A convertible preferred stock which may be converted into 95,663 shares of common stock, and currently exercisable warrants to purchase 79,720 shares of common stock.

(3) Christina Wyskiel holds 70,000 stock options exercisable within 60 days for the benefit of Maverick Fund, L.D.C., Maverick Fund USA, Ltd., and Maverick Fund II, Ltd. Ms. Wyskiel is an employee of an affiliate of Maverick Capital.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Lee S. Ainslie III (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 2,570,882(2)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 70,000(3)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,570,882(2)

SHARED DISPOSITIVE POWER

8

WITH 70,000(3)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,640,882 (2)(3)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

25.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

HC

(1) Maverick Capital, Ltd. (Maverick Capital) is a registered investment adviser under the Investment Advisers Act of 1940, as amended and acts as the investment manager for each of the portfolio funds that directly hold the reported securities. Maverick Capital Management, LLC (Maverick) is the general partner of Maverick Capital. Lee S. Ainslie III is the manager of Maverick who is granted sole investment decision pursuant to Maverick s limited liability company regulations. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary

interest therein.

(2) Comprised of securities directly owned by Maverick Fund, L.D.C., Maverick Fund USA, Ltd., Maverick Fund II, Ltd., and Christina Wyskiel.

The following securities are directly owned by Maverick Fund, L.D.C.:

770,212 shares of Series A convertible preferred stock which may be converted into 774,280 shares of common stock, 103,524 shares of Series A-1

convertible preferred stock which may be converted into 106,790 shares of common stock,

47,545 shares of Series B convertible preferred stock which may be converted into

48,012 shares of common stock, currently exercisable warrants to purchase 109,370 shares of

Series A convertible preferred stock which may be converted into

109,947 shares of common stock, and currently exercisable warrants to purchase 91,623 shares of

common stock. The following securities are directly owned by Maverick Fund

USA, Ltd.: 310,952 shares of Series A convertible preferred stock which may be converted into 312,594 shares of common stock, 41,795 shares of Series A-1 convertible preferred stock which may be converted into 43,113 shares of common stock, 19,195 shares of Series B convertible preferred stock which may be converted into 19,383 shares of common stock, currently exercisable warrants to purchase 44,155 shares of Series A convertible preferred stock which may be converted into 44,388 shares of common stock, and currently exercisable warrants to purchase 36,990 shares of common stock. The following securities are directly owned by Maverick Fund II, Ltd.: 670,149 shares of Series A convertible preferred stock which may be converted into 673,688 shares of common stock, 90,075 shares of Series A-1 convertible preferred stock which may be converted into 92,917 shares of common stock,

41,368 shares of Series B convertible preferred stock which may be converted into 41,774 shares of common stock, currently exercisable warrants to purchase 95,161 shares of Series A convertible preferred stock which may be converted into 95,663 shares of common stock, and currently exercisable warrants to purchase 79,720 shares of common stock.

(3) Christina Wyskiel holds 70,000 stock options exercisable within 60 days for the benefit of Maverick Fund, L.D.C., Maverick Fund USA, Ltd., and Maverick Fund II, Ltd. Ms. Wyskiel is an employee of an affiliate of Maverick Capital.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
MaxBee Holding Company LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Michigan

5
SOLE VOTING POWER
NUMBER OF 6,067 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,067 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.08%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

- (1) Comprised of
5,882 shares of
Series A-1
convertible
preferred stock
which may be
converted into
6,067 shares of
common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Guy S. Mayeda and Amy A. Mayeda, Ttees, Guy and Amy Mayeda Living Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
California

5
SOLE VOTING POWER
NUMBER OF 5,458 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,458 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,458 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.07%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

- (1) Comprised of
5,405 shares of
Series B
convertible
preferred stock
which may be
converted into
5,458 shares of
common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gary McCord

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		95,322 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		95,322 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
95,322 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.22%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Includes 17,647 shares of Series A-1 convertible preferred stock which may be converted into 18,203 shares of common stock, and options exercisable within 60 days to acquire 31,000 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Polly McCrea

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 6,079 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,079 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,079 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.08%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 5,297 shares of Series A convertible preferred stock which may be converted into 5,324 shares of common stock, and currently exercisable warrants to purchase 752 shares of Series A convertible preferred stock which may be converted into 755 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Robert K. McCrea, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,143 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,143 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,143 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.08%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 5,351 shares of Series A convertible preferred stock which may be converted into 5,379 shares of common stock, and currently exercisable warrants to purchase 760 shares of Series A convertible preferred stock which may be converted into 764 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Heather J. McHugh

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 5,459 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,459 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,459 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.07%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

- (1) Comprised of
5,406 shares of
Series B
convertible
preferred stock
which may be
converted into
5,459 shares of
common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Christopher W. McNeill

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.08%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

- (1) Comprised of
5,882 shares of
Series A-1
convertible
preferred stock
which may be
converted into
6,067 shares of
common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
John J. Mehalchin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 121,620 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 121,620 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
121,620 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.56%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Includes 11,765 shares of Series A-1 convertible preferred stock which may be converted into 12,136 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Jacob P. Mercer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 3,094 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,094 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,094 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.04%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

- (1) Comprised of
3,000 shares of
Series A-1
convertible
preferred stock
which may be
converted into
3,094 shares of
common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael G. Micheli

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

5,458 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

5,458 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,458 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.07%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Lisa Micheli as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Lisa Micheli

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 5,458 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 5,458 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,458 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.07%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Michael G. Micheli as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Doug Miller

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 12,400

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,091 (1)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 12,400

8
SHARED DISPOSITIVE POWER
WITH 1,091 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,491

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.17%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 1,081 shares of Series B convertible preferred stock which may be converted into 1,091 shares of common stock. These securities are held by the Reporting Person and Tanya Miller as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Tanya Miller

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
NUMBER OF SOLE VOTING POWER
0

6
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 1,091 (1)

7
EACH SOLE DISPOSITIVE POWER
REPORTING PERSON 0

8
WITH SHARED DISPOSITIVE POWER
1,091 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,091 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.01%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 1,081 shares of Series B convertible preferred stock which may be converted into 1,091 shares of common stock. These securities are held by the Reporting Person and Doug Miller as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Mitsui & Co. Venture Partners II, L.P. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 896,449 (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 896,449 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
896,449 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.32%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) The reported securities are owned directly by Mitsui & Co. Venture Partners II, L.P. (MCVP II) and indirectly by (i) Mitsui & Co. Venture Partners, Inc. (MCVP), the general partner of MCVP II and (ii) Mitsui & Co., Ltd. (Mitsui), the 100% indirect owner of MCVP II and MCVP. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

(2) Comprised of the following securities owned directly by MCVP II: 675,148 shares of Series A convertible preferred stock which may be converted into 678,713 shares of common stock, 117,647 shares of Series A-1 convertible preferred stock which may be converted into 121,359 shares of common stock, and currently exercisable warrants to purchase 95,871 shares of Series A convertible preferred stock which may be converted into 96,377 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Mitsui & Co. Venture Partners, Inc. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5
SOLE VOTING POWER
NUMBER OF 0

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 896,449 (2)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8
SHARED DISPOSITIVE POWER
WITH 896,449 (2)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
896,449 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.32%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO

(1) The reported securities are owned directly by Mitsui & Co. Venture Partners II, L.P. (MCVP II) and indirectly by (i) Mitsui & Co. Venture Partners, Inc. (MCVP), the general partner of MCVP II and (ii) Mitsui & Co., Ltd. (Mitsui), the 100% indirect owner of MCVP II and MCVP. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

(2) Comprised of the following securities owned directly by MCVP II: 675,148 shares of Series A convertible preferred stock which may be converted into 678,713 shares of common stock, 117,647 shares of Series A-1 convertible preferred stock which may be converted into 121,359 shares of common stock, and currently exercisable warrants to purchase 95,871 shares of Series A convertible preferred stock which may be converted into 96,377 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Mitsui & Co. Ltd. (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Japan

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 896,449 (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 896,449 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
896,449 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.32%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) The reported securities are owned directly by Mitsui & Co. Venture Partners II, L.P. (MCVP II) and indirectly by (i) Mitsui & Co. Venture Partners, Inc. (MCVP), the general partner of MCVP II and (ii) Mitsui & Co., Ltd. (Mitsui), the 100% indirect owner of MCVP II and MCVP. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

(2) Comprised of the following securities owned directly by MCVP II: 675,148 shares of Series A convertible preferred stock which may be converted into 678,713 shares of common stock, 117,647 shares of Series A-1 convertible preferred stock which may be converted into 121,359 shares of common stock, and currently exercisable warrants to purchase 95,871 shares of Series A convertible preferred stock which may be converted into 96,377 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Amir Motarjeme, Trustee of the Amir Motarjeme Profit Sharing Plan FBO Amir Motarjeme

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Illinois

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Michael J. Murry Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 25,228 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 25,228 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

25,228 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.32%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Includes 15,443 shares of Series A convertible preferred stock which may be converted into 15,524 shares of common stock, and currently exercisable warrants to purchase 2,193 shares of Series A convertible preferred stock which may be converted into 2,204 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Padmini Natarajan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

6,067 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

6,067 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and B. R. Natarajan as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
B. R. Natarajan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF **5** SOLE VOTING POWER
0

SHARES **6** SHARED VOTING POWER
BENEFICIALLY OWNED BY 6,067 (1)

EACH **7** SOLE DISPOSITIVE POWER
REPORTING PERSON 0

WITH **8** SHARED DISPOSITIVE POWER
6,067 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and Padmini Natarajan as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Steven Nelson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 2,728 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,728 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,728 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,702 shares of Series B convertible preferred stock which may be converted into 2,728 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Thomas P. Neslund

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 9,100 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 9,100 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
9,100 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,823 shares of Series A-1 convertible preferred stock which may be converted into 9,100 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Hajime Oshita

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 2,475 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,475 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,475 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,400 shares of Series A-1 convertible preferred stock which may be converted into 2,475 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Marco Ovikian

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 0

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 9,101 (1)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8
SHARED DISPOSITIVE POWER
WITH 9,101 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,101 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,823 shares of Series A-1 convertible preferred stock which may be converted into 9,101 shares of common stock. These securities are held by the Reporting Person and Catherine Ovikian as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Catherine Ovikian

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

9,101 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

9,101 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
9,101 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 8,823 shares of Series A-1 convertible preferred stock which may be converted into 9,101 shares of common stock. These securities are held by the Reporting Person and Marco Ovikian as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Jay M. Ovsak

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 5,140 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,140 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,140 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 4,478 shares of Series A convertible preferred stock which may be converted into 4,501 shares of common stock, and currently exercisable warrants to purchase 636 shares of Series A convertible preferred stock which may be converted into 639 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Ashish Pal

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 44,578 (1)

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 44,578 (1)

SHARED DISPOSITIVE POWER

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
44,578 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.57%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 30,000 shares of Series A-1 convertible preferred stock which may be converted into 30,946 shares of common stock, and 13,500 shares of Series B convertible preferred stock which may be converted into 13,632 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Tom Pardubeck

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,094 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,094 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 James B. Park

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 6,058 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,058 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 6,058 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,000 shares of Series B convertible preferred stock which may be converted into 6,058 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Daryl L. Peterman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 11,384 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 11,384 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,384 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.15%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 1,027 shares of Series A convertible preferred stock which may be converted into 1,032 shares of common stock, 5,000 shares of Series A-1 convertible preferred stock which may be converted into 5,157 shares of common stock, 5,000 shares of Series B convertible preferred stock which may be converted into 5,049 shares of common stock, and currently exercisable warrants to purchase 146 shares of Series A convertible preferred stock which may be converted into 146 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Loyal M. Peterman, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 85,435 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 85,435 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

85,435 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.09%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Includes 20,564 shares of Series A convertible preferred stock which may be converted into 20,672 shares of common stock, 16,124 shares of Series A-1 convertible preferred stock which may be converted into 16,632 shares of common stock, 20,000 shares of Series B convertible preferred stock which may be converted into 20,196 shares of common stock, and currently exercisable warrants to purchase 2,920 shares of Series A convertible preferred stock which may be converted into 2,935 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Jeffrey Peterson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 7,068 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 7,068 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
7,068 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 7,000 shares of Series B convertible preferred stock which may be converted into 7,068 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gary M. Petrucci

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 910,957 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 910,957 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
910,957 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.94%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 36,124 shares of Series A convertible preferred stock which may be converted into 36,314 shares of common stock, options exercisable within 60 days to acquire 476,161 shares of common stock, currently exercisable warrants to purchase 20,000 shares of common stock, and currently exercisable warrants to purchase 5,130 shares of Series A convertible preferred stock which may be converted into 5,157 shares of common stock. Also includes 50,000 shares of common stock owned by Applecrest Partners Limited Partnership, of which Gary M. Petrucci is the general partner.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

John N. Phillips

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 16,983 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 16,983 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

16,983 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.22%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock, and 10,810 shares of Series B convertible preferred stock which may be converted into 10,916 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Cassandra Piippo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,139 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,139 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,139 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 589 shares of Series A-1 convertible preferred stock which may be converted into 607 shares of common stock, and options exercisable within 60 days to acquire 3,332 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Pinnacle Investment Group, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 15,341 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 15,341 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

15,341 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.20%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 9,000 shares of Series A-1 convertible preferred stock which may be converted into 9,283 shares of common stock, and 6,000 shares of Series B convertible preferred stock which may be converted into 6,058 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Steven A. Points

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF	0	
SHARES	6	SHARED VOTING POWER
BENEFICIALLY	5,458 (1)	
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
	5,458 (1)	

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,458 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Wanda J. Points as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Wanda J. Points

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
NUMBER OF SOLE VOTING POWER
0

6
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 5,458 (1)

7
EACH SOLE DISPOSITIVE POWER
REPORTING PERSON 0

8
WITH SHARED DISPOSITIVE POWER
5,458 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,458 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Steven A. Points as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Stacie Poole

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 3,033 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 3,033 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock. These securities are held by the Reporting Person and Joseph A. Wasselle as tenants by the entirety.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Sridhar Prativadi

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 7,581 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 7,581 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,581 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.10%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock, and 1,500 shares of Series B convertible preferred stock which may be converted into 1,514 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Thomas L. Press

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 54,585 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 54,585 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
54,585 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.70%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 54,054 shares of Series B convertible preferred stock which may be converted into 54,585 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Rolando E. Prieto

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 3,033 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,033 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Dave B. Radovich

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 47,949 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 47,949 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
47,949 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.61%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 7,203 shares of Series A convertible preferred stock which may be converted into 7,241 shares of common stock, 25,169 shares of Series A-1 convertible preferred stock which may be converted into 25,963 shares of common stock, 8,138 shares of Series B convertible preferred stock which may be converted into 8,217 shares of common stock, and currently exercisable warrants to purchase 1,023 shares of Series A convertible preferred stock which may be converted into 1,028 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Robert K. Ranum

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,533 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,533 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,533 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Ambika Ravindran

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		12,378 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		12,378 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,378 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 12,000 shares of Series A-1 convertible preferred stock which may be converted into 12,378 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Redmile Capital, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
California

5
SOLE VOTING POWER
NUMBER OF 7,807 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 7,807 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,807 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.10%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 7,569 shares of Series A-1 convertible preferred stock which may be converted into 7,807 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Redmile Ventures, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF 6,067 (1)

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 6,067 (1)

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Redmile Capital Offshore, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
California

5
SOLE VOTING POWER
NUMBER OF 28,599 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 28,599 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
28,599 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.37%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 27,725 shares of Series A-1 convertible preferred stock which may be converted into 28,599 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Michael Reilly

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 0

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 17,689 (1)

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8
SHARED DISPOSITIVE POWER
WITH 17,689 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,689 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.23%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 11,764 shares of Series A-1 convertible preferred stock which may be converted into 12,135 shares of common stock and are held by the Reporting Person and Lisa Reilly as tenants in common, and 5,500 shares of Series B convertible preferred stock which may be converted into 5,554 shares of common stock and are held by the Reporting Person and Lisa Reilly as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Lisa Reilly

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 17,689 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 17,689 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
17,689 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.23%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 11,764 shares of Series A-1 convertible preferred stock which may be converted into 12,135 shares of common stock and are held by the Reporting Person and Michael Reilly as tenants in common, and 5,500 shares of Series B convertible preferred stock which may be converted into 5,554 shares of common stock and are held by the Reporting Person and Michael Reilly as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Jeffrey Reiss

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 13,295 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 13,295 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
13,295 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.17%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 7,226 shares of Series A convertible preferred stock which may be converted into 7,264 shares of common stock, and currently exercisable warrants to purchase 1,026 shares of Series A convertible preferred stock which may be converted into 1,031 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Ronald Reuss

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,094 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 3,094 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock. These securities are held by the Reporting Person and Rita Reuss as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Rita Reuss

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,094 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 3,094 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock. These securities are held by the Reporting Person and Ronald Reuss as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Eric L. Reynolds

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		44,892 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		44,892 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
44,892 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.58%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 5,420 shares of Series A convertible preferred stock which may be converted into 5,448 shares of common stock, and currently exercisable warrants to purchase 770 shares of Series A convertible preferred stock which may be converted into 774 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Derrick Carlton Rice

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 16,683 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 16,683 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

16,683 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.21%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 2,162 shares of Series B convertible preferred stock which may be converted into 2,183 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Stacey Rickert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 10,315 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 10,315 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
10,315 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 10,000 shares of Series A-1 convertible preferred stock which may be converted into 10,315 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Benjamin S. Rinkey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 24,126 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 24,126 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

24,126 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.31%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 4,000 shares of Series A-1 convertible preferred stock which may be converted into 4,126 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Caleb Rivera

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 5,356 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,356 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,356 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,940 shares of Series A-1 convertible preferred stock which may be converted into 3,032 shares of common stock, and 2,302 shares of Series B convertible preferred stock which may be converted into 2,324 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
RKV Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Kentucky

5
SOLE VOTING POWER
NUMBER OF 5,458 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,458 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,458 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Edward Todd Robbins

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 4,042 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 4,042 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,042 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.05%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock, and 1,000 shares of Series B convertible preferred stock which may be converted into 1,009 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Cecilia S. Roberts, Trustee David K. Roberts Residuary Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 21,868 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 21,868 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

21,868 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.28%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 21,200 shares of Series A-1 convertible preferred stock which may be converted into 21,868 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
David K. Roberts

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 12,172 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 12,172 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,172 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 11,800 shares of Series A-1 convertible preferred stock which may be converted into 12,172 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Todd A. Roberts

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,067 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

6,067 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and Debra D. Roberts as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Debra D. Roberts

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,067 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 6,067 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and Todd A. Roberts as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Peter Lars Runquist

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Sajaitha Salvaji

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 5,459 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,459 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,459 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,406 shares of Series B convertible preferred stock which may be converted into 5,459 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Leah Kaplan-Samuels

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
0

SHARED VOTING POWER

6
SHARES
BENEFICIALLY
OWNED BY
41,104 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON
0

SHARED DISPOSITIVE POWER

8
WITH
41,104 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
41,104 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.52%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 35,805 shares of Series A convertible preferred stock which may be converted into 35,994 shares of common stock, and currently exercisable warrants to purchase 5,084 shares of Series A convertible preferred stock which may be converted into 5,110 shares of common stock. These securities are held by the Reporting Person and Leonard Samuels as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Leonard Samuels

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

41,104 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

41,104 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
41,104 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.52%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 35,805 shares of Series A convertible preferred stock which may be converted into 35,994 shares of common stock, and currently exercisable warrants to purchase 5,084 shares of Series A convertible preferred stock which may be converted into 5,110 shares of common stock. These securities are held by the Reporting Person and Leah Kaplan-Samuels as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 David Saphiere

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF 2,726 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,726 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,726 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,700 shares of Series B convertible preferred stock which may be converted into 2,726 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Saratoga Ventures IV LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 54,585 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 54,585 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

54,585 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.70%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 54,054 shares of Series B convertible preferred stock which may be converted into 54,585 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Saratoga Ventures V LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 54,585 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 54,585 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

54,585 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.70%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 54,054 shares of Series B convertible preferred stock which may be converted into 54,585 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Saratoga Ventures VI LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 27,292 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 27,292 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

27,292 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.35%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 27,027 shares of Series B convertible preferred stock which may be converted into 27,292 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Paul W. Schaffer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 32,358 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 32,358 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
32,358 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.41%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 10,216 shares of Series A convertible preferred stock which may be converted into 10,269 shares of common stock, 20,000 shares of Series A-1 convertible preferred stock which may be converted into 20,631 shares of common stock, and currently exercisable warrants to purchase 1,451 shares of Series A convertible preferred stock which may be converted into 1,458 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Morgan Schleif

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 27,020 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 27,020 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
27,020 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.35%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 3,569 shares of Series A convertible preferred stock which may be converted into 3,587 shares of common stock, and currently exercisable warrants to purchase 507 shares of Series A convertible preferred stock which may be converted into 509 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

James W. Schlesing

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 7,281 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 7,281 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

7,281 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 7,059 shares of Series A-1 convertible preferred stock which may be converted into 7,281 shares of common stock. These securities are held by the Reporting Person and Dona Connelly as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Dona Connelly

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

7,281 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

7,281 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
7,281 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 7,059 shares of Series A-1 convertible preferred stock which may be converted into 7,281 shares of common stock. These securities are held by the Reporting Person and James W. Schlesing as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Marc S. Schwartzberg

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 3,033 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,033 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Gary M. Scott and Malisa M. Scott, Trustees, Gary and Malisa Scott Revocable Trust dated 9/24/97

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Germany

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 30,430 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 30,430 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,430 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.39%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 29,500 shares of Series A-1 convertible preferred stock which may be converted into 30,430 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
R. Randolph Scott

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gino J. Sedillo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 15,867 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 15,867 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,867 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.20%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
H. Leigh Severance

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 28,495 (1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**

28,495 (1)

SHARED DISPOSITIVE POWER

WITH **8**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
28,495 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.36%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 22,208 shares of Series A convertible preferred stock which may be converted into 22,325 shares of common stock, currently exercisable warrants to purchase 3,000 shares of common stock, and currently exercisable warrants to purchase 3,154 shares of Series A convertible preferred stock which may be converted into 3,170 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
H. Leigh Severance, Trustee, H. L. Severance, Inc. Profit Sharing Plan and Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Colorado

5
SOLE VOTING POWER
NUMBER OF 15,296 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 15,296 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,296 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.20%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

(1) Comprised of 13,325 shares of Series A convertible preferred stock which may be converted into 13,395 shares of common stock, and currently exercisable warrants to purchase 1,892 shares of Series A convertible preferred stock which may be converted into 1,901 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
H. Leigh Severance, Trustee, H. L. Severance, Inc. Pension Plan & Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Colorado

	5	SOLE VOTING POWER
NUMBER OF		10,196 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		10,196 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,196 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

(1) Comprised of 8,883 shares of Series A convertible preferred stock which may be converted into 8,929 shares of common stock, and currently exercisable warrants to purchase 1,261 shares of Series A convertible preferred stock which may be converted into 1,267 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Rakesh R. Shah

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 2,729 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 2,729 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,729 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Hetal R. Shah as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Hetal R. Shah

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 2,729 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 2,729 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,729 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock. These securities are held by the Reporting Person and Rakesh R. Shah as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Murray L. Shames

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 2,728 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,728 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,728 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,702 shares of Series B convertible preferred stock which may be converted into 2,728 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Shanti Global Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	5	SOLE VOTING POWER
NUMBER OF		5,458 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		

	7	SOLE DISPOSITIVE POWER
EACH		5,458 (1)
REPORTING		
PERSON		
	8	SHARED DISPOSITIVE POWER
WITH		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,458 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
David Shaskey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Pamela Shaw

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 6,067 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 6,067 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and James Shaw as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
James Shaw

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

6,067 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

6,067 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock. These securities are held by the Reporting Person and Pamela Shaw as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Neil J. Sheehan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 2,063 (1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
2,063 (1)

SHARED DISPOSITIVE POWER

WITH **8**
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,063 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,000 shares of Series A-1 convertible preferred stock which may be converted into 2,063 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Robert T. Shepard

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 8,208 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 8,208 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,208 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock, and 2,000 shares of Series B convertible preferred stock which may be converted into 2,019 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Robert Shepard and Celia Shepard, Trustees of the Shepard Family Trust dated 2/1/99

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,228 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 10,228 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,228 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 6,000 shares of Series A-1 convertible preferred stock which may be converted into 6,189 shares of common stock, and 4,000 shares of Series B convertible preferred stock which may be converted into 4,039 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Silicon Valley Bank

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 13,127 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 13,127 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

13,127 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.17%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

BK

(1) Comprised of currently exercisable warrants to purchase 13,000 shares of Series B convertible preferred stock which may be converted into 13,127 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Harvinder Paul Singh

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Gregory Smart

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		19,411 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		19,411 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,411 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.25%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 4,864 shares of Series B convertible preferred stock which may be converted into 4,911 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

David W. Smith Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 6,061 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,061 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,061 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.08%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) Comprised of 5,281 shares of Series A convertible preferred stock which may be converted into 5,308 shares of common stock, and currently exercisable warrants to purchase 750 shares of Series A convertible preferred stock which may be converted into 753 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Sonora Web Limited Liability Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
California

	5	SOLE VOTING POWER
NUMBER OF		54,500 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		54,500 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
54,500 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.70%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Includes currently exercisable warrants to purchase 13,000 shares of common stock. Roger J. Howe is the chief executive officer of Sonora Web Limited Liability Limited Partnership.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Kevin Spanier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 1,237 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 1,237 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,237 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.02%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 1,200 shares of Series A-1 convertible preferred stock which may be converted into 1,237 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Kathleen A. Stauter

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 7,386 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 7,386 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

7,386 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 1,775 shares of Series A-1 convertible preferred stock which may be converted into 1,831 shares of common stock, and 550 shares of Series B convertible preferred stock which may be converted into 555 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Stell Investments LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Oregon

SOLE VOTING POWER

5

NUMBER OF 5,554 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,554 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,554 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,500 shares of Series B convertible preferred stock which may be converted into 5,554 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Michael P. Swenson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 5,453 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,453 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,453 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,400 shares of Series B convertible preferred stock which may be converted into 5,453 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
TMP, LLLP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Minnesota

5
SOLE VOTING POWER
NUMBER OF 277,653 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 277,653 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
277,653 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.51%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Includes 60,774 shares of Series A convertible preferred stock which may be converted into 61,094 shares of common stock, and 56,768 shares of Series A-1 convertible preferred stock which may be converted into 58,559 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Thadd C. Taylor

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		14,729 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		14,729 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,729 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.19%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 2,703 shares of Series B convertible preferred stock which may be converted into 2,729 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Steven Mendelow, Trustee, Teledata Financial Services Corp. Profit Sharing Plan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida

	5	SOLE VOTING POWER
NUMBER OF		36,771 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		36,771 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
36,771 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.47%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

(1) Includes 23,529 shares of Series A-1 convertible preferred stock which may be converted into 24,271 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Robert J. Thatcher

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 147,378 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 147,378 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
147,378 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.86%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 12,000 shares of Series A-1 convertible preferred stock which may be converted into 12,378 shares of common stock, and options exercisable within 60 days to acquire 135,000 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Kimberley J. Thomas

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,075 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 6,075 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,075 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,890 shares of Series A-1 convertible preferred stock which may be converted into 6,075 shares of common stock. These securities are held by the Reporting Person and A. Conrade Thomas as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

A. Conrade Thomas

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 6,075 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 6,075 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,075 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,890 shares of Series A-1 convertible preferred stock which may be converted into 6,075 shares of common stock. These securities are held by the Reporting Person and Kimberley J. Thomas as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Top Medical Holding B.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Netherlands

SOLE VOTING POWER

5

NUMBER OF 12,204 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 12,204 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

12,204 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 4,000 shares of Series A-1 convertible preferred stock which may be converted into 4,126 shares of common stock, and 8,000 shares of Series B convertible preferred stock which may be converted into 8,078 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Patrick J. Toutant

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 17,586 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 17,586 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
17,586 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.23%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 15,320 shares of Series A convertible preferred stock which may be converted into 15,400 shares of common stock, and currently exercisable warrants to purchase 2,175 shares of Series A convertible preferred stock which may be converted into 2,186 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Leslie Trigg and Michael Trigg, Trustees, Trigg Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
California

5
NUMBER OF SOLE VOTING POWER
0

6
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 3,034 (1)

7
EACH SOLE DISPOSITIVE POWER
REPORTING PERSON 0

8
WITH SHARED DISPOSITIVE POWER
3,034 (1)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,034 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 2,942 shares of Series A-1 convertible preferred stock which may be converted into 3,034 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Edwin C. Tyska

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 12,136 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 12,136 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,136 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 11,765 shares of Series A-1 convertible preferred stock which may be converted into 12,136 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Hector J. Vasquez

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

3,094 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

3,094 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock. These securities are held by the Reporting Person and Sandra L. Vasquez as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Sandra L. Vasquez

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,094 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 3,094 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock. These securities are held by the Reporting Person and Hector J. Vasquez as community property.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Greg Vella and Michelle Vella, Trustees, Greg Vella and Michelle Vella Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 11,525 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 11,525 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

11,525 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.15%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock, and 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Chris P. Vieira

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		4,732 (1)
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		4,732 (1)
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,732 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 4,588 shares of Series A-1 convertible preferred stock which may be converted into 4,732 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Erik Vollbrecht

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,574 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,574 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,574 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,540 shares of Series B convertible preferred stock which may be converted into 3,574 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Christopher J. Wagner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 5,036 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,036 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,036 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 4,387 shares of Series A convertible preferred stock which may be converted into 4,410 shares of common stock, and currently exercisable warrants to purchase 623 shares of Series A convertible preferred stock which may be converted into 626 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Douglas A. Waldo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5
SOLE VOTING POWER
NUMBER OF 3,094 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,094 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Joseph A. Wasselle

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 3,033 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 3,033 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock. These securities are held by the Reporting Person and Stacie Poole as tenants by the entirety.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Burton M. Waxman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 7,280 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 7,280 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

7,280 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 7,058 shares of Series A-1 convertible preferred stock which may be converted into 7,280 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Wellspring Capital

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

5
SOLE VOTING POWER
NUMBER OF 182,038 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 182,038 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
182,038 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.28%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 176,470 shares of Series A-1 convertible preferred stock which may be converted into 182,038 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Wellspring Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

5
SOLE VOTING POWER
NUMBER OF 60,679 (1)

6
SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7
SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 60,679 (1)

8
SHARED DISPOSITIVE POWER
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
60,679 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.77%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Comprised of 58,823 shares of Series A-1 convertible preferred stock which may be converted into 60,679 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Martin F. Whalen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Pattie A. White

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 2,726 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 2,726 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,726 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,700 shares of Series B convertible preferred stock which may be converted into 2,726 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Whitebox Combined Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

British Virgin Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 370,012 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 370,012 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

370,012 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.54%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) Comprised of 366,412 shares of Series B convertible preferred stock which may be converted into 370,012 shares of common stock, which is directly held by Whitebox Combined Partners, LP (WCP). The general partner of WCP is Whitebox Combined Advisors, LLC (WCA). The managing member and controlling owner of WCA is Whitebox Advisors, LLC.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1 Whitebox Hedged High Yield Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 578,735 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 578,735 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
578,735 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.92%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) Comprised of 573,105 shares of Series B convertible preferred stock which may be converted into 578,735 shares of common stock, which is directly held by Whitebox Hedged High Yield Partners, LP (WHHYP). The general partner of WHHYP is Whitebox Hedged High Yield Advisors, LLC (WHHYA). The managing member and controlling owner of WHHYA is Whitebox Advisors, LLC.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Whitebox Advisors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Minnesota

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 948,747 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 948,747 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

948,747 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.86%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

(1) Comprised of 366,412 shares of Series B convertible preferred stock which may be converted into 370,012 shares of common stock, which is directly held by Whitebox Combined Partners, LP (WCP), and 573,105 shares of Series B convertible preferred stock which may be converted into 578,735 shares of common stock, which is directly held by Whitebox Hedged High Yield Partners, LP (WHHYP). The general partner of WCP is Whitebox Combined Advisors, LLC (WCA). The general partner of WHHYP is Whitebox Hedged High Yield Advisors, LLC (WHHYA). Whitebox Advisors, LLC is the managing member and controlling owner of each of WCA and WHHYA.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Kimberly Williamson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 6,067 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,067 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.08%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,882 shares of Series A-1 convertible preferred stock which may be converted into 6,067 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Steven Wishnia

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF 3,094 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,094 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
3,094 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 3,000 shares of Series A-1 convertible preferred stock which may be converted into 3,094 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Sharon T. Wooster

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

SOLE VOTING POWER
5
NUMBER OF 3,033 (1)

SHARED VOTING POWER
6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER
7
EACH REPORTING PERSON 3,033 (1)

SHARED DISPOSITIVE POWER
8
WITH 0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,033 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,941 shares of Series A-1 convertible preferred stock which may be converted into 3,033 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Christopher D. Yost

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 14,548 (1)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 14,548 (1)

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

14,548 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.19%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 4,507 shares of Series A convertible preferred stock which may be converted into 4,530 shares of common stock, and currently exercisable warrants to purchase 640 shares of Series A convertible preferred stock which may be converted into 643 shares of common stock.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1

Delano Franklin Young

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,730 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 2,730 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,730 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,704 shares of Series B convertible preferred stock which may be converted into 2,730 shares of common stock. These securities are held by the Reporting Person and Melissa Kay Young as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Melissa KayYoung

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 2,730 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 2,730 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,730 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 2,704 shares of Series B convertible preferred stock which may be converted into 2,730 shares of common stock. These securities are held by the Reporting Person and Delano Franklin Young as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Mark Zuzga

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 5,458 (1)

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 5,458 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,458 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Melynda Zuzga as joint tenants.

CUSIP No. None

NAMES OF REPORTING PERSONS.

1
Melynda Zuzga

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF
SHARES

0

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

5,458 (1)

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON

0

SHARED DISPOSITIVE POWER

8
WITH

5,458 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
5,458 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Comprised of 5,405 shares of Series B convertible preferred stock which may be converted into 5,458 shares of common stock. These securities are held by the Reporting Person and Mark Zuzga as joint tenants.

CUSIP NO. None.

Item 1.

(a) Name of Issuer

Cardiovascular Systems, Inc.

(b) Address of Issuer's Principal Executive Offices

651 Campus Drive
St. Paul, Minnesota 55112-3495

Item 2.

(a) Name of Person Filing

This statement on Schedule 13G is being filed by the persons set forth in Item 1 of the cover pages hereto.

(b) Address of Principal Business Office or, if none, Residence

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The address of each Reporting Person is as follows:

Name and Address

Michael D. Aafedt
14 Forestdale Road
Minneapolis, MN 55410
Abrasive Technology, Inc. Profit Sharing Plan
Attn: Loyal M. Peterman, Jr., Trustee
8400 Green Meadows Dr. N.
Lewis Center, OH 43035

Michael Adrian
37843 County Road 9
Mountain Lake, MN 56159

Mark R. Alvig
2908 Butternut Drive
Chaska, MN 55318

Shahla Amiri
26 Chambertin
Kirkland, Quebec
Canada H9H SE3

Michelle W. Angelini
1413 Arbor Ave.
Los Altos, CA 94024

Michael J. Antonello
3013 13th Terrace
New Brighton, MN 55112
Applecrest Partners LTD Partnership
Gary Petrucci, General Partner
2975 County Road 24
Long Lake, MN 55356

Name and Address
Massoud Arbabzadeh, MD
365 Renaissance Drive
Williamsville, NY 14221

John T. Arvold
6864 Charis Ct.
Eden Prairie, MN 55364

Naoum Baladi
21 Woodleaf Avenue
Redwood City, CA 94061

Michael Barish
2401 East Second Ave., #400
Denver, CO 80206

Kyle B. Berger
12150 County Rd. 30
Waconia, MN 55387

Frederick L. Betz and Cynthia A. Betz
542 Stone Road
Mendota Heights, MN 55120

John A. Beyer
9255 Stonebridge Trail North
Stillwater, MN 55082
Thomas M. Bies and Edith C. Bies
1120 Grandview Drive
Hudson, WI 54016
Gerry Black
3601 Fallon Circle
San Diego, CA 92130

Name and Address

Brent G. Blackey
c/o Cardiovascular Systems, Inc.
651 Campus Drive
St. Paul, MN 55112-3495

Michael J. Bogart
129 Hillside Road
Watertown, MN 02472

William Bold
1104 Nassau Street
Delray Beach, FL 33483-6716

John R. Borrell
c/o Cardiovascular Systems, Inc.
651 Campus Drive
St. Paul, MN 55112-3495

Gerald E. Bowers
4852 Irving Ave. S.
Minneapolis, MN 55419

Claude A. Brachfeld
8542 East Iowa Place
Denver, CO 80231

Robert Brady
406 South Waterloo Ave.
Devon, PA 19333

Larry Brandt and Judy Brandt
15231 Edgewater Circle
Prior Lake, MN 55372

David Brink
937 Via Los Padres
Santa Barbara, CA 93111

Gerald F. Bubnick
32639 Mariners Court
Avon Lake, OH 44012

Brian P. Burns, Jr.
1060 Whitwell Road
Hillsborough, CA 94010

Marlyn and Margaret Buss, Trustees,
Marlyn and Margaret Buss Rev.
Living Trust dated 4/12/04

19496 521st Ave.
Lake Crystal, MN 56055

Timothy Byrne and Sandra Byrne,
Tees, Byrne Family Trust
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(c) Citizenship

The citizenship of each Reporting Person is set forth in Item 4 of their respective cover pages.

(d) Title of Class of Securities

Common Stock, no par value per share

(e) Cusip Number

None.

Item 3.

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(d).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

In the aggregate, the Reporting Persons beneficially own approximately 15,046,448 shares of common stock of the Issuer. That number assumes (i) the conversion of 9,088,136 shares of convertible preferred stock held by the Reporting Persons into 9,203,282 shares common stock according to the conversion formula set forth in the Company's amended and restated articles of incorporation, (ii) the exercise of currently exercisable warrants held by the Reporting Persons to acquire 505,783 shares of common stock, (iii) the exercise of currently exercisable warrants held by the Reporting Persons to acquire 675,439 shares of convertible preferred stock and subsequent conversion of such stock into 679,042 shares of common stock, and (iv) the exercise of options exercisable within 60 days held by the Reporting Persons to acquire 2,386,694 shares of common stock.

All of the Reporting Persons are parties to a stockholders agreement, dated July 19, 2006, as amended by Amendment No. 1 thereto dated October 3, 2006, Amendment No. 2 thereto dated September 19, 2007, Amendment No. 3 thereto dated December 17, 2007, Amendment No. 4 thereto dated September 12, 2008, and Amendment No. 5 thereto dated February 13, 2009.

The stockholders agreement imposes certain transfer restrictions upon those security holders defined as Holder under the agreement. The Holders consist of the following security holders: Applecrest Partners Limited Partnership; James E. Flaherty; Judith L. Flaherty; GDN Holdings, LLC; Geoffrey O. Hartzler, TTEE Geoffrey O. Hartzler Rev Trust dtd 1/8/97, as amended; Geoffrey O. Hartzler; Michael J. Kallok; Lehmkuhl Family Limited Partnership; Larry A. Lehmkuhl; Gary M. Petrucci; Sonora Web Limited liability Partnership; Roger J. Howe; Robert J. Thatcher; and Cindy M. Setum. If at any time any Holder proposes to sell, transfer or otherwise dispose of any shares of the Company's stock to a third party, the Holder must first offer those shares for sale to the Company and its preferred shareholders under the same terms and conditions as those of the proposed sale. Additionally, as a condition to any sale of Company shares by a Holder, each of the Company's preferred shareholders has the right to require that the third party purchaser buy a pro rata share of each preferred shareholder's Company shares upon the same terms and conditions of the Holder's sale. No Holder may sell in excess of 10% of its Company shares in one or a series of transactions without the consent in writing from the holders of a majority of the Company's preferred stock, such majority to include Easton Hunt Capital Partners, L.P., Easton Capital Partners, LP (collectively referred to herein as Easton), Maverick Fund LDC, Maverick Fund USA, Ltd., and Maverick Fund II, Ltd (collectively referred to herein as Maverick).

The stockholders agreement provides drag-along rights to the Company's preferred shareholders in the event of certain major corporate transactions, referred to as sales transactions. The Holders and certain of the Company's other security holders are subject to the drag-along obligations, and shall be referred to herein as the drag-along shareholders. At any time prior to a qualified public offering (as defined in the stockholders agreement), in the event that either (i) at least 50% of the voting power of the then outstanding shares (excluding the drag-along shareholders) votes to approve any sales transaction, or (ii) after the fourth anniversary of the stockholders agreement, a majority of the preferred stock, including Easton and Maverick, requests that the drag-along shareholders vote to approve any sales transaction, then such drag-along shareholders will be required to vote their shares in favor of such transaction, sell their shares if required by the sales transactions, and provide any other requisite consents to the sales transaction.

The stockholders agreement contains a voting agreement that provides, among other things and subject to certain conditions, that each of the parties to the agreement agree to vote all of the Company's capital stock now owned or hereafter acquired by them, to cause and maintain the election to the Company's board of directors the following: (i) the holders of the common stock, voting as a separate class, are entitled to elect two directors of the Company, who shall be designated by the Company; (ii) the then-current Chief Executive Officer of the Company; (iii) so long as at least 20% of the Company's preferred stock remains outstanding, the holders of the preferred stock, voting as a separate class, are entitled to elect two directors of the Company, and if less than 20% but at least 10% of the preferred stock remains outstanding, the holders of the preferred stock, voting as a separate class, are entitled to elect one director of the Company; and (iv) three outside board members with relevant industry experience who are not affiliated with the Company or with any preferred shareholder. Additionally, the parties to the stockholders agreement agree to vote all shares of capital stock so that the Company's board of directors shall not exceed more than eight members.

The stockholders agreement will automatically terminate upon the conversion of all of the Company's preferred stock into common stock.

As a result of the stockholders agreement, the Reporting Persons may be deemed to be members of a group pursuant to Rule 13d-5 promulgated under the Securities Exchange Act of 1934, as amended (the Act), which group may be deemed to beneficially own all the equity securities held by the Reporting Person for purposes of Sections 13 and 16 of the Act. This filing shall not be deemed an admission that any reporting person is, for purposes of Section 13(d) or Section 16 of the Act or otherwise, a member of a group or the beneficial owner of any securities in excess of the amount in which it has a pecuniary interest. Each Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. Each Reporting Person expressly declares that the filing of this statement shall not be construed as an admission that such person is, for the purposes of Sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement except to the extent of its pecuniary interest in such securities.

(b) Percent of class:

In the aggregate, the Reporting Persons beneficially own approximately 73.2% of the outstanding shares of common stock of the Issuer, based upon 7,788,655 shares of common stock outstanding as of December 31, 2008, and assuming (i) the conversion of 9,088,136 shares of convertible preferred stock held by the Reporting Persons into 9,203,282 shares of common stock, (ii) the exercise of currently exercisable warrants held by the Reporting Persons to acquire 505,783 shares of common stock, (iii) the exercise of currently exercisable warrants held by the Reporting Persons to acquire 675,439 shares of convertible preferred stock and subsequent conversion of such stock into 679,042 shares of common stock, and (iv) the exercise of options exercisable within 60 days held by the Reporting Persons to acquire 2,386,694 shares of common stock. In the aggregate, the Reporting Persons beneficially own 100% of the outstanding shares of the convertible preferred stock of the Issuer, based upon 9,088,136 shares of convertible preferred stock outstanding as of December 31, 2008.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See the responses to Item 5 on the attached cover pages.

(ii) Shared power to vote or to direct the vote

See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of

See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of

See the responses to Item 8 on the attached cover pages.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

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Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. No Reporting Person shall be deemed to make any certification as to statements regarding other Reporting Person.

Date: February 17, 2009

By: /s/ Laurence L. Betterley

Laurence L. Betterley
As investor representative of
the
Investors and Holders under
the
Stockholders Agreement
dated July 19,
2006, as amended