

CB CAPITAL PARTNERS *and* THE DON BEALL CENTER FOR INNOVATION AND ENTREPRENEURSHIP
invite you to an exciting panel discussion and networking opportunity:

Anatomy of a Venture Capital Deal

The Insiders' View

Tuesday, November 27, 2007

5:30 p.m. – 9:00 p.m. (buffet & refreshments included)

UCI Student Center, Pacific Ballrooms A & B

Free for All Merage MBA Students!

Ever wonder how venture capital deals *really* get put together?

Hear Chris Baclawski and Bill Cox of CB Capital Partners, Adam Tomasi of Alta Partners, Richard Shuttleworth of Silicon Valley Bank, Shiv Grewal of Stradling and the principals of Vitreo Retinal Technologies share their perspectives on how one of the largest VC deals in Orange County in 2007 was pulled together and negotiated.

Get the insiders' view of the deal structure, valuation issues and negotiation positions from origination to execution from the perspectives of the:

- Management team
- Banking professionals
- Venture capital group
- Corporate counsel

If you are interested in venture capital or investment banking, this is a "must attend" event for you.

This is an ideal opportunity to learn from and network with the successful dealmakers:

A G E N D A

Introductions

Presentation & Panel Discussion

Deal Process & Structure

What Venture Capital Firms
Look for in an Investment

Why Vitreo Retinal
Technologies?

Q&A

Networking Hour



**CHRISTOPHER
BACLAWSKI,**
Founding/Managing Partner

WILLIAM J. COX, *Advisory
Board Member ~
Consultant*



HAMPAR KARAGEOZIAN,
*Director, Chairman of the
Board and President*

DR. VICKEN KARAGEOZIAN,
*Director, Chief Technical
Officer and Treasurer*

RAMGOPAL RAO, *Director,
Chief Operating Officer and
Secretary*



ADAM TOMASI, PH.D.,
Kauffman Fellow



**RICHARD D.
SHUTTLEWORTH,**
*Senior Relationship
Manager*



SHIVBIR S. GREWAL,
Partner

SPONSORING COMPANIES AND PANELISTS



CB Capital Partners is a specialized investment banking firm, which focuses on creating value through customized financial advisory assignments including capital raises, debt placements, strategic and financial partnerships, and mergers and acquisitions transactions.

CHRISTOPHER BACLAWSKI

Founding/Managing Partner

Mr. Bacławski is the Founding Partner for CB Capital Partners which was established in 2001. He has participated in over 50 corporate finance transactions, including mergers & acquisitions; underwritten initial, secondary and convertible subordinated debenture public offerings; private placements of equity and debt securities; business valuations and fairness opinions. He has been involved in raising over \$2.0 billion in capital for his clients. Prior to forming CB Capital Partners, Mr. Bacławski held Investment Banking and Corporate Finance positions with firms such as Wells Fargo Securities LLC (previously First Security Van Kasper) and L. H. Friend, Frankson, Weinress & Presson LLC. Mr. Bacławski began his career in the financial services industry in 1994 with AT&T's Global Business Communications Systems Division and was the recipient of the 1994 AT&T Academic Achievement Award. Mr. Bacławski received a B.A. degree in Economics and Business from the University of California at Los Angeles with a concentration in Biological Sciences.

WILLIAM J. COX

Advisory Board Member ~ Consultant

William Cox currently serves as a Board Member on CB Capital Partners' Advisory Board. Mr. Cox is the Principal in Cox Financial Consultancy. He specializes in financial planning for high net worth individuals, functioning as their CFO in a virtual family office for each family with whom he works. In addition to the normal financial, estate planning and tax planning activities, Mr. Cox is particularly active in working with his clients on alternative investments. Mr. Cox was a co-founder of Regenesys Bioremediation Products. Regenesys was one of the few environmental companies launched in the early-mid 1990s that ultimately proved to be a financial success. Mr. Cox was a Board member of the Company, and ultimately was promoted to President. Prior to joining Regenesys Mr. Cox worked for Mr. Gavin S. Herbert, Chairman Emeritus of Allergan, and his extended family on his personal financial and business activities for 14 years. For part of that time he was also Controller of Nelson Research. Mr. Cox holds a Bachelor's degree from Claremont McKenna College and an MBA from the Stanford Graduate School of Business.



VITREORETINAL TECHNOLOGIES, INC.

Vitreoretinal is a development-stage ophthalmic pharmaceutical company that was founded in November 2000 to discover, develop, and commercialize novel therapeutic and diagnostic systems for the treatment of serious ocular diseases.

HAMPAR KARAGEOZIAN

Director, Chairman of the Board and President

Mr. Karageozian graduated from the Massachusetts Institute of Technology and has over 35 years of experience in ophthalmic research, development, manufacturing, regulatory affairs, and marketing at Allergan Inc. and Ista Pharmaceuticals, Inc. for 29 years. He oversaw a budget of over \$100 million per year.

DR. VICKEN KARAGEOZIAN

Director, Chief Technical Officer and Treasurer

Dr. Karageozian is a board certified ophthalmic surgeon. He is currently an Associate Professor of Ophthalmology at University of California at Irvine. Dr. Karageozian has over 10 years of experience in ophthalmic drug development with such companies as Allergan, Inc. and Ista Pharmaceuticals, Inc.

RAMGOPAL RAO

Director, Chief Operating Officer and Secretary

Mr. Rao has over 25 years of experience in ophthalmic industry as an entrepreneur and senior executive. He is a founder of Tomey Technology Inc. and Acufocus, Inc.

AltaPartners

ADAM TOMASI, PH.D.

Kauffman Fellow

Adam joined Alta Partners in 2006 as a Kauffman Fellow and focuses on investments in the life sciences. Originally trained as an organic and medicinal chemist, Adam spent seven years in early stage drug discovery with Gilead Sciences and Cytokinetics. In his last technical position, he founded and led the Anti-Infectives Medicinal Chemistry Program at Cytokinetics, which was the first group to validate KIP-1 as an anti-fungal target, and played a key role in the creation of Cytokinetics' cardiovascular drug CK-1827452, which is currently in clinical trials.

Adam holds a Bachelor of Science in Chemistry from the University of California, Berkeley, a Ph.D. in Chemistry from the University of California, Irvine, and a Masters of Business Administration from the MIT Sloan School of Management.

SVB Silicon Valley Bank

A Member of SVB Financial Group

RICHARD D. SHUTTLEWORTH

Senior Relationship Manager

Richard Shuttleworth is focused on the venture capital market in Orange County, and specifically targets emerging high tech and life science companies headquartered in this area. Rick has 30 years of banking experience in corporate, international, middle market, and technology lending. He was with First Interstate/Wells Fargo for 20 years, and has been with SVB for more than ten years. He received a BA from Denison University, and a MBA from University of Southern California.

Rick is also active in a number of Orange County organizations. He is currently on the Board

of Directors of the Orange County Venture Group and OCTANe, and is also on the Executive Committee of the AeA's Orange County Council.



SYCR is a law firm that believes in forming relationships. Our working partnership with you is based on a simple, time-tested formula. You expect results. We deliver. We take pride in helping you guide your business through all circumstances. SYCR brings a unique blend of skills and services to our clients SYCR represents some of California's leading companies and municipalities in a wide range of transactions.

SHIVBIR S. GREWAL

Partner

PRACTICE BACKGROUND AND RELATED EXPERIENCE

- Practice represents emerging growth, technology, life science, manufacturing and health care entities.
- Specializes in corporate and securities law including general corporate representation, venture capital financings, initial public offerings, corporate reorganizations, joint ventures, private placements, commercial paper issuances, public company representation, etc.
- Advises corporate entities on corporate governance and structure issues.
- Practiced law in India before relocating to the U.S. and advises U.S. business entities on investments in India, as well as Indian entities on raising capital in the Eurodollar and the U.S. ADR markets.
- Jones, Day, Reavis & Pogue, 1997-1999
- Graham & James, 1990-1997
- Solo Practice, India, 1982-1989

EDUCATION

- LL.M., University of Pennsylvania Law School, 1990
- LL.B., University of Bombay, 1982
- B.A., University of Bombay, 1979, with honors

SPECIAL HONORS AND MEMBERSHIPS

- ABA (International Law and Practice Section and Business Law Section)
- State Bar of California
- Bar Council of India, the Punjab High Court Bar Association and the Silicon Valley Indian Professionals Association.
- Author of numerous articles on doing business in India and in the US.
- Chaired various panels and has spoken at various seminars on corporate finance issues, mergers and acquisitions, as well as on Indian law.
- Member of the Board of Directors and Board of Advisors of various companies
- Past President, The Indus Entrepreneur (TiE), Southern California Chapter
- Member, TiE Global Board of Trustees

PRACTICE AREAS

- CORPORATE & SECURITIES
- LIFE SCIENCES
- GLOBAL SOURCING