

AV Fund I Financial Report For the Quarter Ending September 30, 2002

November 15, 2002

Dear Artemis Ventures Fund I Limited Partners and Advisors:

Attached are the unaudited financials for the Artemis Ventures ("AV") Fund, LP for the quarter ending September 30, 2002. Also attached you will find our capital account schedule and summaries of our portfolio companies.

Fund Statistics

AV has invested in six currently active portfolio companies totaling \$14,111,279.¹ The Current Value² of the Fund is \$11,130,190. The Fund is fully committed.

The Current Value of the portfolio decreased \$1,745,690.00 from the second quarter to the third quarter. This decrease was the result of the Clairvoyant Software acquisition by PowerUp Networks ("PowerUp"). As described in the previous quarter, the deteriorating economic climate and corporate IT spending greatly reduced Clairvoyant's chances as a standalone company. Despite being a significant write-down in AV Fund I, we strongly believe that the acquisition by PowerUp was the best alternative available to the Company's shareholders.

Under the terms of the deal, PowerUp exchanged a certain number of common and preferred shares for the remaining assets of the Company (see <u>Schedule of Investments</u> for details). Final details of the transaction have not been completed, as the Company's ability to close specific sales accounts could cause a slight upward tick in valuation. Nonetheless, the valuation represented in the Schedule of Investments is the "worst case" scenario. We will have finalized numbers in our fourth quarter letter to our LPs. AV Fund I will hold shares in privately held PowerUp until there is a liquidity event. PowerUp recently closed a \$15M preferred stock financing led by Sevin Rosen and Interwest Partners.

Investment Activity

There was no investment activity this quarter.

Portfolio Company Highlights

ViewCentral exceeded its sales forecast again this quarter, as well as signed a key reseller contract with PlaceWare. This reseller deal has the potential to bring in ½ of their 2003 sales forecast of \$3M.

Toolwire signed their first \$1M deal, with existing customer Xilinx. The term of the deal is 4 years. New CEO John Valencia continues to keep costs down and ramp revenue.

Taviz had a large sale (approximately \$800k) pushed into the fourth quarter forecast due to bureaucracy at the customer's site. We are cautiously optimistic that this deal will help make their annual sales goal.

Observations and Comments

As a result of the continually challenging economic and startup climate, we have decided to forgo approximately \$1 million of future management fee by reducing expenses and conserving non-investment cash as much as possible. Thus, we have invested approximately \$1 million of our future management fees into our most promising portfolio

¹ The presentation of the Schedule of Portfolio Investments has been revised to reflect only the cost amounts from companies currently held as investments. The cost amounts for disposed portfolio companies are no longer presented as they are no longer assets of the limited partnership. This revised presentation is consistent with the actual accounting method previously used - gain or loss on disposed portfolio company investments are reflected in the Statement of Operations and neither their cost or fair market are presented on the Statement of Net Assets.

² The "Current Value" includes the cost value of the investments and unrealized appreciation or depreciation and any realized gains and losses. Appreciation or depreciation is valued based on the portfolio company's most recent round of third-party financing. Do bear in mind that the current value will both increase and decrease.

companies, Motiva, ViewCentral and Taviz. The result to our Investors is the Fund holds a larger percentage of these three highly promising companies than it would have. Liquidity for these companies is on the horizon, but in this climate we cannot be sure when it will occur.

Team News

As a result of our continued cost-cutting efforts, we have released Todd Gibson from his role as Office Manager. Administrative functions will be performed Christine, Henry, and our outsourced bookkeeping firm, Mohler Nixon and Williams.

Investor Section on Website

Just a reminder to access our password-protected Investor Relations page on the AV website. Below is a list of the information that can be found on the site.

- > Annual Investors Meeting Binders a complete PDF file for viewing or downloading.
- Quarterly Investor Letters
- > Updates on the current status for the Portfolio Companies.
- FAQ (frequently asked questions)
- AV Team Contact Information

To access the Investor Section, click on the Investor Relations link on the top right hand corner of the AV site home page (www.artemisventures.com). Then click on the AV Fund I link and enter:

Username: avinvestor Password: relations

Thank you for your confidence and trust,

Christine Comaford Lynch Managing Director

Henry Wong Director

AV FUND I PORTFOLIO COMPANY 3Q02 STATUS REPORT

Clairvoyant Amount Invested/AV Fund I Ownership – \$1.8M / 10.5% 3Q02 Update: As hinted in our previous update, Clairvoyant was acquired by Inc. in 3Q02 in a stock transaction. Under the terms of the deal. PowerUp exchanged

PowerUp Networks, Inc. in 3Q02 in a stock transaction. Under the terms of the deal, PowerUp exchanged a certain number of common and preferred shares for the remaining assets of the Company (see <u>Schedule of Investments</u> for details).

MOTIVA

Amount Invested/AV Fund I Ownership - \$2.1M / 3.4%

3Q02 Update: The Company raised an additional \$7.5M in bridge financing this past quarter (led by Palomar Ventures, Interwest Partners, and Sierra Ventures), causing significant dilution to existing investors who chose not to participate. As a result, the Fund's ownership decreased from 4.1% to 3.4% in 3Q02. In operational news, the Company restructured its sales team in 3Q02, reducing the team to now 5 quota carrying sales representatives. The CEO is temporarily serving in the role of SVP Worldwide Sales during the recruiting effort. The sales pipeline increased in 3Q02, with a particular emphasis in the financial services vertical. The new pipeline represents opportunities of over \$54M and 83 identified accounts.



Amount Invested/AV Fund I Ownership – \$3.36M / 9.3%

3Q02 Update: The Company continues to receive bridge financing from coinvestors Novus and Rocket Ventures. Taviz recently closed an accounts receivable

credit line of up to \$500,000.00, which should give them some breathing room once sales pick up. Moreover, the cost structure of the Company continues to improve as the new team led by CEO Brad Solso has implemented several cost management measures. The Company is also continuing to push channel partners, and currently has Sybase, Sterling Commerce, and Fujitsu Software in contract negotiations. Year to date revenues are a little over \$3M, with a \$5M target.

COLWIRE Amount Invested/AV Fund I Ownership – \$2.25M / 9.1%

3Q02 Update: The Company signed its first million dollar deal in 3Q02 with Xilinx, following its successful pilot program. The deal is based upon Xilinx's commitment to an additional four years using the Company's solutions. In addition, the Company recruited a first-class CEO to assume the leadership role of the company. John Valencia, former CEO of Convoy, and Senior Vice President at New Era of Networks and Sybase (to whom Convoy was sold) has accepted the position of CEO. Under his new leadership, the Company is exploring partnering opportunities with a few select companies which have significant product or customer synergies.

Amount Invested/AV Fund I Ownership – \$2.62M / 12.6%

ViewCentral 3Q02 Update: ViewCentral's repositioning as a "wrapper" for pre- and post- event management is showing early signs of success. The Company has beaten its sales goals for the second quarter in a row, booking approximately \$400K in revenues. The Company also appointed Rosie Hausler as Director of Marketing. With nearly 20 years experience in marketing management, Hausler was most recently Vice President of Marketing for CallTheShots (now Akamai) where she was an integral part of the executive team. The Company recently signed a deal with Placeware to provide end-to-end enterprise solutions for training, marketing, and sales. The new PlaceWare RegistrationPro, sold through PlaceWare, will enable users to automate the marketing, manage the delivery, and analyze the results of virtual or inperson events such as business meetings, training courses, webinars, and product launches.



Amount Invested/AV Fund I Ownership - \$1.8M / 3.28%

3Q02 Update: As discussed in the previous quarter, the Company continues to operate on a month-to-month basis until long term financing can be secured. The Company converted its existing bridge loans into Series B Preferred stock, thus causing significant dilution in our ownership. Their efforts this quarter have focused entirely with the Holmes pilot, the first key account introduced by Equifax. The Company is providing voice-enabled product warranty registration on Holmes' products, initially air purifiers. The Company is now processing over 2,000 calls per day with their custom built application. The application is designed to gather important customer and marketing information via voice over the phone instead of traditional postal mail product warranty registration. Other deals in the pipeline continue to look promising. However, if the Company is not successful in raising additional bridge financing, the Company could cease operations in 4Q02.

Artemis Ventures Fund, L.P. (a California Limited Partnership) Statement Of Net Assets September 30, 2002

Assets

Investments in securities, at fair value Cash & cash Equivalents Other Prepaid Insurance	Cost \$14,111,279	\$11,130,190 2,672,546 58 21,080
Total Assets		13,823,874
Liabilities		
Acounts Payable		1,448
Net Assets (partner's capital)		\$13,822,426

Artemis Ventures Fund, L.P. (a California Limited Partnership) Schedule of Portfolio Investments September 30, 2002

		Privately Held Preferred Stock					Other		Το	tol	Unrealized Appreciation
	Shares			Fair Value	Cost		Fair Value		Cost	Fair Value	(Depreciation)
List Technology (00% of not consta)	Shares		Cost	Fair value		COSt	F	air value	COSL	Fair value	
High Technology (80% of net assets)											
Motiva:											(222,222)
Series A Preferred	1,211,545		675,000	465,112					675,000	465,112	(209,888)
Series B Preferred	999,167		1,119,067	383,580					1,119,067	383,580	(735,487)
Series C Preferred	781,453		300,000	300,000					300,000	300,000	
PowerUp Networks (exchanged from Clairvoyant Software, Inc.):											
Series 1 Preferred (exchanged from Series A & Series B)	789,231		850,000	71,349					850,000	71,349	(778,651)
Common Stock (exchanged from Series A & Series B)	85,500		1,000,000	32,961					1,000,000	32,961	(967,039)
Taviz Technologies Inc.:	,			,					, ,	,	
Series A Preferred	800,000		400,000	440,000					400,000	440,000	40,000
Series B Preferred	4,201,818	\$	2,311,000	\$ 2,311,000					2,311,000	2,311,000	-
Convertible Promissory note						650000		650000	650,000	650,000	
Toolwire, Inc.:											
Series A Preferred	450,000		599,850	1,485,000					599,850	1,485,000	885,150
Series B Preferred	500,236		1,650,779	1,650,779					1,650,779	1,650,779	· -
ViewCentral, Inc.:				, ,					, ,	, ,	
Series A Preferred (formerly Series C & convertible loans)	3,877,729		2,714,410	2,714,410					2,714,410	2,714,410	
Voice Access Technologies, Inc.:	-,- ,		, ,,	,,					, ,	,,	
Series A Preferred	1,502,999		1,841,173	625,999					1,841,173	625,999	(1,215,174)
Total Portfolio Investment		\$	13,461,279	\$ 10,480,190	\$	650,000	\$	650,000	\$ 14,111,279	\$ 11,130,190	\$ (2,981,089)

Artemis Ventures Fund, L.P. (a California Limited Partnership) Statement Of Operations For the Period from January 1, 2002 to September 30, 2002

Interest Income	\$63,614
Expenses: Management Fees Professional Fee Other Expenses	564,824 2,894 31,724
Total Expenses	599,442
Net Investment Gain/(Loss)	(535,828)
Realized Gain(Loss) on Investments	(1,909,709)
Unrealized Appreciation(Depreciation) on Investemnts: Beginning of Year End of Quarter	<u>(515,266)</u> (2,981,089)
Net Change in Unrealized Appreciation/(Depreciation)	(2,465,823)
Net Decrease in Net Assets Resulting from Operations	(\$4,911,360)

Artemis Ventures Fund, L.P. (a California Limited Partnership) Statement of Partners Capital For the Period from January 1, 2002 to September 30, 2002

Balances 12/31/2001	General Partner \$187,336	Limited Partner \$18,546,450	Total \$18,733,786
Net Investment Gain/(Loss)	(\$5,358)	(\$530,470)	(\$535,828)
Realized Gain/(Loss) on Investments Net Change in Unrealized Appreciation/(Depreciation)	(\$19,097)	(\$1,890,612)	(\$1,909,709)
Balances 9/30/2002	(\$24,658)	(\$2,441,165)	(\$2,465,823)
-	\$138,222	\$13,684,204	\$13,822,426

Artemis Ventures Fund, L.P. (a California Limited Partnership) Statement of Cash Flows For the Period from January 1, 2002 to September 30, 2002

Cash Flows from Operating Activities

Net decrease in net assets resulting from Operations	(\$4,911,360)
Adjustments to reconcile net decrease in net assets resulting from operations to net cash used in operating activities: Net Change in unrealized depreciation on investments Interest from convertible loans Realized loss on investments	\$2,465,823 (\$31,016) \$1,909,709
Changes in Assets & Liabilities	÷ ,,
Due from Artemis ventures II	\$3,234
Prepaid Insurance	(\$9,522)
Accounts payable	(\$35,341)
Net Cash Provided by Operating activities	(\$608,473)
Purchased of Investments	\$0
Net deserves in sech	(\$200.470)
Net decrease in cash	(\$608,473)
Cash & Cash Equ beg of year	\$3,281,020
Cash & Cash Equ end of quarter	\$2,672,546

Artemis Ventures Fund, L.P. (a California Limited Partnership) Staement Of Changes in Individual Partners' Capital Accounts September 30, 2002

September 30, 2002	Capital Commitment	Partnership		tner Capital 12/31/01	Net Investment Gain/(Loss)	Realized Gain/(Loss) on Investments	Net Change in Unrealized Appreciation/ (Depreciation)	Partner Capital 09/30/02
Limited Partners	Commitment	Percentage		12/31/01				09/30/02
	050.000	4 4 4 0 /	¢	007 007	(\$5,020)	(004 400)	(07 005)	¢ 450.054
AB Financial LLC	250,000	1.11%	\$	207,297	(\$5,929)	(, , , ,		
Abbott, Gary Edward	252,000	1.12%	\$	208,955	(\$5,977)	(, , ,		. ,
Abrams, Alan & Michela O'Connor	250,000	1.11%	\$	207,297	(\$5,929)	(, , , ,	,	. ,
Andrews Jr., Neal L.	75,000	0.33%	\$	62,189	(\$1,779)	(, , ,		
Basker, Nevet	600,000	2.66%	\$	497,513	(\$14,230)			
Bass, Robert M.	514,438	2.28%	\$	426,566	(\$12,201)			. ,
Bedrin, Gerald	500,000	2.21%	\$	414,594	(\$11,858)	(, , , ,		. ,
Bricolage Investments	250,000	1.11%	\$	207,297	(\$5,929)	(, , ,		. ,
Bertero Living Trust	300,000	1.33%	\$	248,756	(\$7,115)			
Bowman, Lawrence A.	250,000	1.11%	\$	207,297	(\$5,929)		,	
Brandwynne, Jacqueline B.	257,219	1.14%	\$	213,283	(\$6,100)	(, , , ,		
Broadview Partners Group	250,000	1.11%	\$	207,297	(\$5,929)	(, , , ,		. ,
Buhari, M.D. Fram	154,331	0.68%	\$	127,970	(\$3,660)	(, , ,		. ,
Capital Partnership	514,438	2.28%	\$	426,566	(\$12,201)	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	
Chern, Eric	514,438	2.28%	\$	426,566	(\$12,201)	,		
Conte, Victor Brian	250,000	1.11%	\$	207,297	(\$5,929)	(, , , ,		. ,
Cook, Francis V.	750,000	3.32%	\$	621,891	(\$17,787)	(, , , ,		. ,
Cowen, Gary	77,166	0.34%	\$	63,985	(\$1,830)	,		
CVT Management LLC	750,000	3.32%	\$	621,891	(\$17,787)	(\$63,395)		. ,
Danielson, Eric L.	250,000	1.11%	\$	207,297	(\$5,929)	(, , ,		
Ekstract, Richard	250,000	1.11%	\$	207,297	(\$5,929)	(\$21,132)	(\$27,285)	\$ 152,951
Emerson, Richard	150,000	0.66%	\$	124,378	(\$3,557)	(, , ,	(\$16,371)	\$ 91,770
ETF Holding N.V.	300,000	1.33%	\$	248,756	(\$7,115)	(\$25,358)	(\$32,742)	\$ 183,541
Farber, Daniel	100,000	0.44%	\$	82,919	(\$2,372)	(\$8,453)	(\$10,914)	\$ 61,180
Feeney, Timothy P.	250,000	1.11%	\$	207,297	(\$5,929)	(\$21,132)	(\$27,285)	\$ 152,951
Fennema, David	600,000	2.66%	\$	497,513	(\$14,230)	(\$50,716)	(\$65,485)	\$ 367,082
GC&H Investments	360,000	1.59%	\$	298,508	(\$8,538)	(\$30,430)	(\$39,291)	\$ 220,249
Giangiorgi, Edward Michael	250,000	1.11%	\$	207,297	(\$5,929)	(\$21,132)	(\$27,285)	\$ 152,951
Giotes, Artie G.	51,444	0.23%	\$	42,657	(\$1,220)	(\$4,348)	(\$5,615)	\$ 31,474
Goodrich, James & Penelope H.	100,000	0.44%	\$	82,918	(\$2,372)	(\$8,453)	(\$10,914)	\$ 61,180
Griggs Jr., Carl L.	52,473	0.23%	\$	43,510	(\$1,244)	(\$4,435)	(\$5,727)	\$ 32,103
Griggs, Glynn J.	51,479	0.23%	\$	42,124	(\$1,221)			\$ 30,933
Griggs, Mark R.	51,994	0.23%	\$	43,675	(\$1,233)			
Grove Investment Partners	308,663	1.37%	\$	255,939	(\$7,320)			\$ 188,841
Grove, Andrew S. & , Eva Kastan Grove, Co-	500,000	2.21%	\$	414,594	(\$11,858)			
Grzanowski, Kathleen & Christopher	257,219	1.14%	\$	213,283	(\$6,100)		,	
GTO Management	250,000	1.11%	\$	207,297	(\$5,929)		· · · · · · · · · · · · · · · · · · ·	
Gumbel, Michael	300,000	1.33%	\$	248,756	(\$7,115)			
Joseph, George A.	400,000	1.77%	\$	331,675	(\$9,487)	(, , ,	,	. ,
JRODILI	250,000	1.11%	\$	207,297	(\$5,929)	(, , ,	,	. ,
Julian, David	50,000	0.22%	\$	41,460	(\$1,186)	(, , , ,	,	
Julian, Robert	51,444	0.23%	Ψ \$	42,657	(\$1,220)			
Kepes, Paul & Monica	514,438	2.28%	Ψ \$	426,566	(\$12,201)	,	4 <i>.</i>	
King Jr., J Dudley	308,663	1.37%	φ \$	255,939	(\$7,320)			. ,
Lawless, John W	257,219	1.14%	φ \$	213,283	(\$6,100)	(, , ,		. ,
Lohse, William	30,000	0.13%	э \$	213,283	(\$0,100) (\$711)			
	30,000 77,166	0.13%				· · · · · ·		
Loraine C. Grahm Trust			\$	63,985	(\$1,830)	(\$6,523)	(\$8,422)	\$ 47,210

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Net Investment Gain/(Loss) on Appreciation/ Capital Partnership Partner Capital Gain/(Loss) Investments (Depreciation)		Partner Capital
Name Commitment Percentage 12/31/01		09/30/02
Madyoon, Hooman 150,000 0.66% \$ 124,378 (\$3,557) (\$12,679) (\$16	371)	\$ 91,770
Mansur, Walid 550,000 2.43% \$ 456,053 (\$13,044) (\$46,490) (\$60)28)	\$ 336,492
MarinView Capital, L.L.C. 125,000 0.55% \$ 103,648 (\$2,965) (\$10,566) (\$13	643)	\$ 76,475
Meighan, Torunn K. 102,888 0.46% \$ 85,312 (\$2,440) (\$8,697) (\$11	229)	\$ 62,946
Melton, William N. 1,028,875 4.55% \$ 853,131 (\$24,401) (\$86,968) (\$112	293)	\$ 629,469
Miller Dorin & Singer, Eliahu 255,000 1.13% \$ 211,443 (\$6,048) (\$21,554) (\$27	331)	\$ 156,010
Naegele, Richard J. 600,000 2.66% \$ 497,513 (\$14,230) (\$50,716) (\$65	85)	\$ 367,082
NorthBay Partners, L.L.C. 125,000 0.55% \$ 103,648 (\$2,965) (\$10,566) (\$13	643)	\$ 76,475
Owens, Michael Brian 154,331 0.68% \$ 127,970 (\$3,660) (\$13,045) (\$16	344)	\$ 94,420
Owens, Raymond W. 154,331 0.68% \$ 127,970 (\$3,660) (\$13,045) (\$16	344)	\$ 94,420
Pareek, Purna N 600,000 2.66% \$ 497,513 (\$14,230) (\$50,716) (\$65	85)	\$ 367,082
Resnikoff Innovations, LLC 250,000 1.11% \$ 207,297 (\$5,929) (\$21,132) (\$27	285)	\$ 152,951
Roberts, Daniel J. 52,473 0.23% \$ 43,509 (\$1,244) (\$4,435) (\$5	27)	\$ 32,102
Santino, George A. 250,000 1.11% \$ 207,297 (\$5,929) (\$21,132) (\$27	285)	\$ 152,951
Shover, Lawrence M 250,000 1.11% \$ 207,297 (\$5,929) (\$21,132) (\$27	285)	\$ 152,951
Silicon Valley Bancshares 100,000 0.44% \$ 82,918 (\$2,372) (\$8,453) (\$10	914)	\$ 61,180
	83)	\$ 12,236
Stafford Investments, LLC 250,000 1.11% \$ 207,297 (\$5,929) (\$21,132) (\$27	285)	\$ 152,951
Stewart, Charles K. 600,000 2.66% \$ 497,513 (\$14,230) (\$50,716) (\$65	85)	\$ 367,082
Stokes Lazarus & Carmichael 36,000 0.16% \$ 29,851 (\$854) (\$3,043) (\$3	929)	\$ 22,025
Tengelsen, Erich 514,438 2.28% \$ 426,566 (\$12,201) (\$43,484) (\$56	46)	\$ 314,735
Tenzer, Lee E. 600,000 2.66% \$ 497,513 (\$14,230) (\$50,716) (\$65	85)	\$ 367,082
The Avram Miller Trust 257,219 1.14% \$ 213,283 (\$6,100) (\$21,742) (\$28	073)	\$ 157,367
The Nachtsheim Family Trust 250,000 1.11% \$ 207,297 (\$5,929) (\$21,132) (\$27	285)	\$ 152,951
Thompson, John L. 75,000 0.33% \$ 62,189 (\$1,779) (\$6,340) (\$8	86)	\$ 45,885
Tzannes, Michael A. 50,000 0.22% \$ 41,460 (\$1,186) (\$4,226) (\$5	57)	\$ 30,590
TZ Partnership LTD 300,000 1.33% \$ 248,756 (\$7,115) (\$25,358) (\$32	(42)	\$ 183,541
	914)	\$ 61,180
Wachtel, Kenneth Jack 128,609 0.57% \$ 106,642 (\$3,050) (\$10,871) (\$14)37)	\$ 78,684
Wachtel, William W 128,609 0.57% \$ 106,642 (\$3,050) (\$10,871) (\$14)37)	\$ 78,684
Walker, Dwayne 308,663 1.37% \$ 255,939 (\$7,320) (\$26,090) (\$33	688)	\$ 188,841
Watts, Sam J. 77,166 0.34% \$ 63,985 (\$1,830) (\$6,523) (\$8	22)	\$ 47,210
Webster Jr., Frederick F. 60,000 0.27% \$ 49,751 (\$1,423) (\$5,072) (\$6	548)	\$ 36,708
Woods, Kenneth R. 75,000 0.33% \$ 62,189 (\$1,779) (\$6,340) (\$8	86)	\$ 45,885
World Venture Partners, Inc. 504,696 2.23% \$ 418,489 (\$11,970) (\$42,660) (\$55)83)	\$ 308,775
Yoffie, Terry S. & David B. 100,000 0.44% \$ 82,918 (\$2,372) (\$8,453) (\$10	914)	\$ 61,180
	,	
Total Limited Partners 22,366,999 99.00% 18,546,450 (\$530,470) (\$1,890,612) (\$2,441)	65)	13,684,204
General Partner		
Artemis Management Company LLC 225,929 1.00% 187,336 (\$5,358) (\$19,097) (\$24	658)	\$ 138,222
Total Partnership 22,592,929 100.00% 18,733,786 (\$535,828) (\$1,909,709) (\$2,465)	323)	13,822,426