

EXHIBIT A

(JTX 238)

**To Motion of Entity Defendants J.P. Morgan Partners (BHCA) LLP, Chase Equity Associates, LLC, and Hambrecht & Quist California,
et al for Judgment as a Matter Of Law Pursuant to FRCP 50(A)**

From: Eric S. Copeland [esc@venrock.com]
Sent: Thursday, December 28, 2000 10:34 PM
To: Venkata Majeti; Mark Rochkind; Jay Vohra; Randy Lyon; David Mosse
Subject: Progress with Chase

All,

I connected with Stephan and Charlie at Chase (soon to be JP Morgan) and was able to confirm some basic conceptual factors as well as some of the specifics. Most importantly, Chase is committed to continuing to build value in the company. This is the reason Chase wants to get more involved, take a board seat, hire the management that the team needs to continue to scale, get the bridge closed quickly, and turn immediately again to closing the Series B financing.

The financing will be in the form of a bridge note as described earlier. Associated warrant coverage will be at market rates, probably on the order of 20% or so (we're both checking our sources to see what similar deals have been done at recently). The goal is to get the financing closed by the 15th of January. Chase's attorneys are now engaged and we will have a termsheet laying the details out more specifically by mid next week. [If Chase's attorneys move too slowly, Venrock will take over the process and continue to target the 15th for a close.]

Venrock and Chase will co-lead the bridge, with each putting up \$5 MM. We will encourage CommVest and KB Partners, who have made verbal commitments to both Venkata and I, to step up as well. We will see what Apex has to say next week when they return and consider their investment as well, if they are interested. With the board's permission, I will speak to the other investors directly and drive the closing. We will continue to ask management to plan its cash expenditures carefully and conservatively; however, the goal is to keep the company progressing ahead at a pace consistent with customer interest. We will need to see a financial plan that shows a prudent level of cash expenditure for 2001 before the closing.

[An aside: Venkata mentioned to me earlier this evening that the team is already working on an expense plan that management believes will scale appropriately with, not ahead of, customer interest. The latest thinking, still requiring some refinement, is that scaling up from today's \$2 MM / mo. burn rate towards \$3.0 MM / mo. later in the year will allow the company to meet its customers' expectations. These numbers "feel" much more reasonable to me than does the current plan. Venrock will invest in such a plan if it bears up under management's and the board's scrutiny and I'm certain that Chase will as well.]

The bit about putting Chase on "equal financial footing" will most likely come out of Venrock's hide rather than the company's given Venkata's strong opposition to any other approach. Chase is requiring equal treatment as part of their commitment to take a board seat and co-lead the bridge—two factors that I do not believe we can do without.

With regard to our efforts to solicit acquisition offers, both Venrock and Chase want to make sure that there's a fallback plan just in case the private equity world turns totally to crap.

[Another aside: Having this option available to us should the need arise in the next 6 months really makes sense to me. Venkata has expressed strong reservations regarding using Weisel for this, however. We could try to engage another team, most likely CSFB or Goldman by my estimation, but it would take time to interview, then ramp up, a second effort. We would also still be required to pay Weisel, I believe, under the terms of our current agreement with them. My personal opinion is that the Weisel M&A team is a good one and that we ought to proceed with them; however, I would like to solicit all your thoughts on this matter now so that we may take action as a board in early January. We should not delay this action until after the 15th.]

Lastly, the management searches will need to commence right away. Chase is seeking the guidance of the board and management to define the details of these searches, however.

I would like to convey the key elements of this message to the remainder of the management team, but will await your approval before doing so.

8/8/2005

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Please give me your feedback ASAP. Thanks.

Eric

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8/8/2005

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