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

FORM D

OMB Approval
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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Morgan Stanley Venture Investors 2001 Fund, L.P. Private Placement of Limited Partnership Interests.

1178384

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Morgan Stanley Venture Investors 2001 Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
c/o MSVP 2001 Fund, LLC, 1585 Broadway, 38th Floor, New York, NY 10036 (212) 761-6003

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) same as above

Brief Description of Business
Private limited partnership investing primarily in emerging growth companies.

Type of Business Organization
 corporation limited partnership, already formed other (please specify)
 business trust limited partnership, to be formed

PROCESSED

JUL 22 2002

Actual or Estimated Date of Incorporation or Organization: Month Year
1 0 0 1 Actual Estimated

THOMSON FINANCIAL

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CBE

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	MSVP 2001 Fund, LLC				
Business or Residence Address (Number and Street, City, State, Zip Code)	1585 Broadway, 38th Floor, New York, NY 10036				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	MSVP 2001, Inc.				
Business or Residence Address (Number and Street, City, State, Zip Code)	1585 Broadway, 38th Floor, New York, NY 10036				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Abramovitz, Debra E.				
Business or Residence Address (Number and Street, City, State, Zip Code)	1585 Broadway, 38th Floor, New York, NY 10036				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Bejjani, Ghassan J.				
Business or Residence Address (Number and Street, City, State, Zip Code)	1585 Broadway, 38th Floor, New York, NY 10036				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Booth, Jeffrey J.				
Business or Residence Address (Number and Street, City, State, Zip Code)	3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Clifford, Kenneth				
Business or Residence Address (Number and Street, City, State, Zip Code)	1585 Broadway, 38th Floor, New York, NY 10036				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	de Chazal, Guy L.				
Business or Residence Address (Number and Street, City, State, Zip Code)	1585 Broadway, 38th Floor, New York, NY 10036				

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

D'Arpino, Vincent A.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Halsted, Scott S.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Harding, William J.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hoffen, Howard I.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Husain, Mian Fazle

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Loarie, Robert J.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Walley, Noah J.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$50,000

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ -0-	\$ -0-
Equity	\$ -0-	\$ -0-
<input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ -0-	\$ -0-
Convertible Securities (including warrants)	\$ -0-	\$ -0-
Partnership Interests	\$ 150,000,000 ¹	\$ 17,355,850 ²
Other (Specify) <u> N/A </u> ,	\$ -0-	\$ -0-
Total	<u>\$ 150,000,000</u>	<u>\$ 17,355,850</u>

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>98</u>	<u>\$ 17,355,850</u>
Non-accredited Investors	<u>-0-</u>	<u>\$ -0-</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	<u>\$ N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$ _____
Regulation A		\$ _____
Rule 504		\$ _____
Total		\$ _____

not applicable

4a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ <u>50,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finder's fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	<u>\$ 50,000³</u>

¹ This amount includes partnership interests being offered in Morgan Stanley Venture Partners 2001 Fund, L.P., an affiliated fund.

² This amount includes the proceeds of partnership interests sold to international investors.

³ All other expenses (including additional legal expenses) are listed on the Form D for Morgan Stanley Venture Partners 2001 Fund, L.P., an affiliated fund, and will be shared by the two entities.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

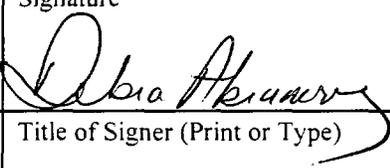
b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 149,950,000⁴

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees (Management Fees) Equal to 2% annually of aggregate commitments during the investment period	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify) <u>Investments in emerging growth companies</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>149,950,000</u>
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>149,950,000</u>
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> <u>149,950,000</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request to its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Morgan Stanley Venture Investors 2001 Fund, L.P.		July 10, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
By: MSVP 2001 Fund, LLC, as General Partner	Executive Director	
By: MSVP 2001, Inc., as Managing Member of the General Partner		
By: Debra Abramovitz		

ATTENTION

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

⁴ This amount includes partnership interests being offered in Morgan Stanley Venture Partners 2001 Fund, L.P., an affiliated fund.

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Morgan Stanley Venture Investors 2001 Fund, L.P.	Signature 	Date July 10, 2002
Name of Signer (Print or Type) By: MSVP 2001 Fund, LLC, as General Partner By: MSVP 2001, Inc., as Managing Member of the General Partner By: Debra Abramovitz	Title of Signer (Print or Type) Executive Director	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	LIMITED PARTNERSHIP INTERESTS	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$575,000	5	\$575,000	N/A	N/A		X
CO									
CT		X	\$557,700	6	\$557,700	N/A	N/A		X
DE									
DC									
FL									X
GA		X	\$100,000	1	\$100,000	N/A	N/A		X
HI									
ID									
IL		X	\$482,700	6	\$482,700	N/A	N/A		X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		LIMITED PARTNERSHIP INTERESTS	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes
MT									
NE									
NV									
NH									
NJ		X	\$1,160,000	13	\$1,160,000	N/A	N/A		X
NM									
NY		X	\$10,739,700	35	\$10,739,700	N/A	N/A		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS.

That the undersigned Morgan Stanley Venture Investors 2001 Fund, L.P., a partnership organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Morgan Stanley Venture Investors 2001 Fund, L.P.
1585 Broadway, 38th Floor
New York, NY 10036
Attention: Vincent D'Arpino
Facsimile No.: (212) 761-9611

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input checked="" type="checkbox"/> ALABAMA	Secretary of State	<input checked="" type="checkbox"/> FLORIDA	Department of Banking and Finance
<input checked="" type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input checked="" type="checkbox"/> GEORGIA	Commissioner of Securities
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission	<input checked="" type="checkbox"/> GUAM	Administrator, Department of Finance
<input checked="" type="checkbox"/> ARKANSAS	The Securities Commissioner	<input checked="" type="checkbox"/> HAWAII	Commissioner of Securities
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input checked="" type="checkbox"/> IDAHO	Director, Department of Finance
<input checked="" type="checkbox"/> COLORADO	Securities Commissioner	<input checked="" type="checkbox"/> ILLINOIS	Secretary of State
<input checked="" type="checkbox"/> CONNECTICUT	Banking Commissioner	<input checked="" type="checkbox"/> INDIANA	Secretary of State
<input checked="" type="checkbox"/> DELAWARE	Securities Commissioner	<input checked="" type="checkbox"/> IOWA	Commissioner of Insurance
<input checked="" type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission	<input checked="" type="checkbox"/> KANSAS	Secretary of State

<input checked="" type="checkbox"/> KENTUCKY	Director, Division of Securities	<input checked="" type="checkbox"/> OHIO	Secretary of State
<input checked="" type="checkbox"/> LOUISIANA	Commissioner of Securities	<input checked="" type="checkbox"/> OREGON	Director, Department of Insurance and Finance Securities Administrator
<input checked="" type="checkbox"/> MAINE	Administrator, Securities	<input checked="" type="checkbox"/> OKLAHOMA	Securities Administrator
<input checked="" type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input checked="" type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input checked="" type="checkbox"/> MASSACHUSETTS	Secretary of State	<input checked="" type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input checked="" type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce Division	<input checked="" type="checkbox"/> RHODE ISLAND	Director of Business Regulations
<input checked="" type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input checked="" type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input checked="" type="checkbox"/> MISSISSIPPI	Secretary of State	<input checked="" type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input checked="" type="checkbox"/> MISSOURI	Securities Commissioner	<input checked="" type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input checked="" type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> TEXAS	Securities Commissioner
<input checked="" type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input checked="" type="checkbox"/> UTAH	Director, Division of Securities
<input checked="" type="checkbox"/> NEVADA	Secretary of State	<input checked="" type="checkbox"/> VERMONT	Secretary of State
<input checked="" type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input checked="" type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input checked="" type="checkbox"/> NEW JERSEY	Chief, Securities Bureau	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input checked="" type="checkbox"/> NEW MEXICO	Director, Securities Division		
<input checked="" type="checkbox"/> NEW YORK	Secretary of State	<input checked="" type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input checked="" type="checkbox"/> NORTH CAROLINA	Secretary of State	<input checked="" type="checkbox"/> WISCONSIN	Commissioner of Securities
<input checked="" type="checkbox"/> NORTH DAKOTA	Securities Commissioner	<input checked="" type="checkbox"/> WYOMING	Secretary of State

Dated this 10th day of July, 2002.
(SEAL)

Morgan Stanley Venture Investors 2001 Fund, L.P.



By: MSVP 2001 Fund, LLC, as General Partner

By: MSVP 2001, Inc., as Managing Member of the
General Partner

By: Debra Abramovitz
Its: Executive Director

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGEMENT

State of New York
County of New York

On this 11th day of July, 2002, before me, the undersigned officer, personally appeared Debra Abramovitz, to me personally known and known to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

ANN M. MORALES-EAR
NOTARY PUBLIC, State of New York
No. 43-6058314
Qualified in Richmond County
Certified in New York County
Commission Expires 5-7-03



Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires 5-7-2003