

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)

Baetge, E. Edward, Ph.D.

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

3550 General Atomics Court, Building 2, Room 503, San Diego, CA 92121

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

Full Name (Last name first, if individual)

Chandler, Edward

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

One Northfield Plaza – Suite 530, Northfield, Illinois 60093

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

Full Name (Last name first, if individual)

Elmer, Donald J.

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

1001 Fourth Ave. Plaza, Suite 4105, Seattle, WA 98154

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

Full Name (Last name first, if individual)

Johnson, Franklin P.

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

2100 Geng Road, Suite 200, Palo Alto, CA 94303

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

Full Name (Last name first, if individual)

Latta, Paul P.

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

31 Technology Drive, Suite 100, Irvine, CA 92618

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

Full Name (Last name first, if individual)

Middleton, Fred

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

3550 General Atomics Court, Building 2, Room 503, San Diego, CA 92121

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

Full Name (Last name first, if individual)

Robbins, Allan, Ph.D

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

111 Riverbend Road, Athens, Georgia 30605

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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- 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)

Scharp, David, M.D.

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

31 Technology Drive, Suite 100, Irvine, CA 92618

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

Full Name (Last name first, if individual)

Asset Management Partners

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

2100 Geng Road, Suite 200, Palo Alto, CA 94303

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

Full Name (Last name first, if individual)

BD Ventures, L.L.C.

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

1 Becton Drive, MC 070, Franklin Lakes, NJ 07417

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

Full Name (Last name first, if individual)

BresaGen Limited

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

8 Dagleish Street, Thebarton, SA 5031, Australia

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

Full Name (Last name first, if individual)

Pacific Horizon Annex Partners, L.P.

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

1001 Fourth Ave. Plaza, Suite 4105, Seattle, WA 98154

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

Full Name (Last name first, if individual)

Sanderling Ventures Partners V, L.P. (and related entities)

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

400 S. El Camino Real, Suite 1200, San Mateo, CA 94402

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

Full Name (Last name first, if individual)

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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?.....\$ N/A
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 the broker or dealer only.

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

	Aggregate Offering Price	Amount Already Sold
Type of Security		
Debt	\$ 0	\$ 0
Equity	\$ 10,028,941.00	\$ 10,028,941.00
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 10,028,941.00	\$ 10,028,941.00

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	12	\$ 10,028,941.00
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$

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

4. a. 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 any expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$ 0
Printing and Engraving Costs	<input type="checkbox"/> \$ 0
Legal Fees	<input checked="" type="checkbox"/> \$ 60,000.00
Accounting Fees	<input type="checkbox"/> \$ 0
Engineering Fees	<input type="checkbox"/> \$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ 0
Other Expenses (identify) <u>blue sky fees and miscellaneous</u>	<input type="checkbox"/> \$ 650.00
Total	<input checked="" type="checkbox"/> \$ 60,650.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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.” \$ 9,968,291.00

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	\$ <u>0</u>	\$ <u>0</u>
Purchase of real estate.....	\$ <u>0</u>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	\$ <u>0</u>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	\$ <u>0</u>	\$ <u>0</u>
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).....	\$ <u>0</u>	\$ <u>0</u>
Repayment of indebtedness	\$ <u>0</u>	\$ <u>0</u>
Working capital	\$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>9,968,291.00</u>
Other (specify) _____ _____	\$ <u>0</u>	\$ <u>0</u>
Column Totals	\$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>9,968,291.00</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>9,968,291.00</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 of 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) Novocell, Inc. (f/k/a New Novocell, Inc.)	Signature 	Date August <u>31</u> , 2004
Name of Signer (Print or Type) Paul Latta	Title of Signer (Print or Type) President and Chief Executive Officer	

ATTENTION

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