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☛ Details: Public Hearing: Follow-up: Audit Report 06-9, A Review: State Economic Development Programs

(FORM UPDATED: 08/11/2010)

WISCONSIN STATE LEGISLATURE ... PUBLIC HEARING - COMMITTEE RECORDS

2007-08

(session year)

Joint

(Assembly, Senate or Joint)

Committee on Audit...

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- [Hearing Records](#) ... bills and resolutions (w/Record of Comm. Proceedings)
 - (**ab** = Assembly Bill) (**ar** = Assembly Resolution) (**ajr** = Assembly Joint Resolution)
 - (**sb** = Senate Bill) (**sr** = Senate Resolution) (**sjr** = Senate Joint Resolution)
- [Miscellaneous](#) ... **Misc**

CAPCO COMPLIANCE REVIEW:
BANC ONE STONEHENGE CAPITAL FUND WISCONSIN, LLC
1999-2004

PREPARED BY:
DEPARTMENT OF COMMERCE
FEBRUARY 2007

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EXECUTIVE SUMMARY

This document summarizes the Qualified Investments (defined in **Comm 111.06**) Banc One Stonehenge Capital Fund Wisconsin, LLC – a Certified Capital Company (“CAPCO”) – has made in Qualified Businesses (as defined in **Comm 111.05**) from the 1999 inception of the State of Wisconsin’s Certified Capital Program to December 31, 2004. This document is divided into seven sections as defined below.

COMM 111.05 QUALIFIED BUSINESSES

The Qualified Businesses reported by Banc One Stonehenge Capital Fund Wisconsin, LLC are evaluated. A business is qualified if it meets the qualification requirements as of the date of the initial investment by the CAPCO. Exceptions are noted in the “Notes” column in each table.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES

The Qualified Investments in Qualified Businesses reported by Banc One Stonehenge Capital Fund Wisconsin, LLC are evaluated. An investment is qualified if it meets the qualification requirements for as long as the CAPCO holds the investment. Exceptions are noted in the “Notes” column in each table.

COMM 111.07 REPORTING REQUIREMENTS AND FEES

Self-reported information regarding the management of the Qualified Investment pool is confirmed by examining the cash flows for Banc One Stonehenge Capital Fund Wisconsin, LLC.

COMM 111.08 DISTRIBUTIONS

Self-reported information regarding the management of the Qualified Investment pool is confirmed by examining the cash flows for Banc One Stonehenge Capital Fund Wisconsin, LLC.

COMM 111.09 DOCUMENTATION AND RECORDS

Required records held by Banc One Stonehenge Capital Fund Wisconsin, LLC are examined.

SUMMARY OF CERTIFIED INVESTORS

Certified Investors – along with the amount of Certified Capital provided to Banc One Stonehenge Capital Fund Wisconsin, LLC – are summarized.

SUMMARY OF CERTIFIED BUSINESSES AND INVESTMENTS

Banc One Stonehenge Capital Fund Wisconsin, LLC’s Qualified Businesses, Qualified Investments and jobs created are summarized.

SUMMARY OF CASH FLOWS FROM QUALIFIED BUSINESSES TO CAPCO

The cash flows (interest payments, equity sales, dividend payments, closing fees, and board fees) paid from the Qualified Businesses to Banc One Stonehenge Capital Fund Wisconsin, LLC are summarized.

COMM 111.05 QUALIFIED BUSINESSES**(1) Qualifications**

A business is a qualified business if all of the following requirements are met as of the time that a CAPCO, or any affiliate of the CAPCO, makes its first investment in the business:

(a) Headquartered and principal business operations located in the state.

BUSINESS	LOCATION	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	7 S Dewey St. Eau Claire, WI 54701	<input checked="" type="checkbox"/>	Unemployment insurance document dtd. 4/30/02
(2) Mortgagebot	W57N14280 Doerr Way Cedarburg, WI 53012	<input checked="" type="checkbox"/>	Articles of Incorporation dtd. 9/5/00
(3) Gempler's, L.L.C.	N/A	<input checked="" type="checkbox"/>	
(4) Gala Design/Biotech, Inc.	280 Washington St. Prairie du Sac, WI 53718	<input checked="" type="checkbox"/>	Department of Financial Institutions statement dtd. 12/6/01
(5) House of Harley-Davidson, Inc.	6221 N. Layton Ave. Greenfield, WI 53220	<input checked="" type="checkbox"/>	ADP payroll filing dtd. 7/22/00
(6) NameProtect, Inc.	918 Deming Way, Suite 300 Madison, WI 53717	<input checked="" type="checkbox"/>	ADP tax filing dtd. 10/26/02
(7) Opgen, Inc.	510 Charmany Dr. Madison, WI 53719	<input checked="" type="checkbox"/>	Department of Financial Institutions statement dtd. 1/22/01
(8) Felins USA, Inc.	8304 W. Parkland Ct. Milwaukee, WI 53223	<input checked="" type="checkbox"/>	Affidavit dtd. 9/15/03
(9) BuySeasons, Inc.	1416 Poplar Dr., Suite F Waukesha, WI 53188	<input checked="" type="checkbox"/>	Tax Return dtd. 4/1/01
(10) Instrument Development Corp.	820 Swan Dr. Box 352 Mukwonago, WI 53149	<input checked="" type="checkbox"/>	Unemployment filing, 2 nd quarter 2004
(11) ZyStor Therapeutics, Inc.	Mason Wells 770 N. Water St. Milwaukee, WI 53202	<input checked="" type="checkbox"/>	Department of Financial Institutions statement dtd. 9/21/04 (No WI location at investment, firm moved from out-of-state)

(b) In need of venture capital. Unable to obtain conventional financing.

BUSINESS	FINANCING ATTEMPTS	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	Unknown	<input checked="" type="checkbox"/>	Affidavit
(2) Mortgagebot	Unknown	<input checked="" type="checkbox"/>	Affidavit
(3) Gempler's, L.L.C.	N/A	N/A	N/A
(4) Gala Design/Biotech, Inc.	Unknown	<input checked="" type="checkbox"/>	Affidavit
(5) House of Harley-Davidson, Inc.	Unknown	<input checked="" type="checkbox"/>	Affidavit
(6) NameProtect, Inc.	Unknown	<input checked="" type="checkbox"/>	Affidavit
(7) Opgen, Inc.	Unknown	<input checked="" type="checkbox"/>	Affidavit
(8) Felins USA, Inc.	Unknown	<input checked="" type="checkbox"/>	Affidavit
(9) BuySeasons, Inc.	Unknown	<input checked="" type="checkbox"/>	Affidavit
(10) Instrument Development Corp.	Unknown	<input checked="" type="checkbox"/>	Affidavit
(11) ZyStor Therapeutics, Inc.	Unknown	<input checked="" type="checkbox"/>	Affidavit

COMM 111.05 QUALIFIED BUSINESSES

(1) Qualifications – CONTINUED

A business is a qualified business if all of the following requirements are met as of the time that a CAPCO, or any affiliate of the CAPCO, makes its first investment in the business:

(c) No more than 100 employees, at least 75% of whom are employed in this state.

BUSINESS	NUMBER OF EMPLOYEES	% IN WI	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	40	100%	<input checked="" type="checkbox"/>	Unemployment insurance document dtd. 4/30/02
(2) Mortgagebot	33	100%	<input checked="" type="checkbox"/>	Paychex payroll statement dtd. 4/13/01
(3) Gempler's, L.L.C.	N/A	N/A	N/A	N/A
(4) Gala Design/Biotech, Inc.	28	100%	<input checked="" type="checkbox"/>	Affidavit
(5) House of Harley-Davidson, Inc.	38	100%	<input checked="" type="checkbox"/>	ADP payroll filing dtd. 7/22/00
(6) NameProtect, Inc.	33	100%	<input checked="" type="checkbox"/>	ADP tax filing dtd. 10/26/02
(7) Opgen, Inc.	3	33% ¹	<input checked="" type="checkbox"/>	See footnote
(8) Felins USA, Inc.	28	100%	<input checked="" type="checkbox"/>	WI Dept of Workforce Development report dtd. 7/12/03
(9) BuySeasons, Inc.	34	94%	<input checked="" type="checkbox"/>	Payroll statement dtd 5/14/04
(10) Instrument Development Corp.	68	100%	<input checked="" type="checkbox"/>	Unemployment filing, 2 nd quarter 2004
(11) ZyStor Therapeutics, Inc.	N/A	N/A	<input checked="" type="checkbox"/>	DOC waiver, dtd. 9/21/04

(d) In accordance with GAAP, over 2 most recent fiscal years, average annual consolidated net income not more than \$2,000,000 – after federal taxes but excluding carry-over losses.

BUSINESS	YR 1 INCOME	YR 2 INCOME	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	1,020,231 - FY 2000	996,778 - FY 2001	<input checked="" type="checkbox"/>	Affidavit dtd. 4/3/02
(2) Mortgagebot	(1,289,000) - FY 1999	(3,767,000) - FY 2000	<input checked="" type="checkbox"/>	Affidavit dtd. 3/30/01
(3) Gempler's, L.L.C.	N/A	N/A	N/A	N/A
(4) Gala Design/Biotech, Inc.	(1,993,988) - FY 1999	(2,790,883) - FY 2000	<input checked="" type="checkbox"/>	2000 audited financial statements
(5) House of Harley-Davidson, Inc.	1,367,188 - FY 1998	1,210,728 - FY 1999	<input checked="" type="checkbox"/>	Affidavit dtd. 6/30/00 & Internal (unaudited) financial statements
(6) NameProtect, Inc.	(701,709) - FY 2000	(1,1108,332) - FY 2001	<input checked="" type="checkbox"/>	1999 audited financial statements
(7) Opgen, Inc.	(160,296) - FY 2001	(632,184) - FY 2002	<input checked="" type="checkbox"/>	Affidavit dtd. 10/23/02
(8) Felins USA, Inc.	282,316 - FY 2002	404,728 - FY 2003	<input checked="" type="checkbox"/>	2003 audited financial statements
(9) BuySeasons, Inc.	(143,190) - FY 2003	(275,743) - FY 2004	<input checked="" type="checkbox"/>	2003 and 2004 audited financial statements
(10) Instrument Development Corp.	13,553 - FY 2002	312,435 - FY 2003	<input checked="" type="checkbox"/>	S-Corp tax returns
(11) ZyStor Therapeutics, Inc.	N/A	N/A	<input checked="" type="checkbox"/>	No business activity at time of investment

¹ EasyPay payroll statement dtd. 10/15/02 indicated 2 out-of-state addresses, but all employees were paying WI taxes. Contradiction occurred because employees were moving to the state at time of investment. Commerce approved prior to investment. Company and employees have moved to Wisconsin.

COMM 111.05 QUALIFIED BUSINESSES**(1) Qualifications – CONTINUED**

A business is a qualified business if all of the following requirements are met as of the time that a CAPCO, or any affiliate of the CAPCO, makes its first investment in the business:

(e) In accordance with GAAP, consolidated net worth not in excess of \$5,000,000.

BUSINESS	NET WORTH	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	2,028,131 - FY 2001	<input checked="" type="checkbox"/>	Affidavit dtd. 4/3/02
(2) Mortgagebot	3,700,000 – FY 2000	<input checked="" type="checkbox"/>	Affidavit dtd. 3/30/01
(3) Gempler's, L.L.C.	N/A	N/A	N/A
(4) Gala Design/Biotech, Inc.	134,105 - FY 2000	<input checked="" type="checkbox"/>	2000 audited financial statements
(5) House of Harley-Davidson, Inc.	346,469 - FY1999	<input checked="" type="checkbox"/>	Affidavit dtd. 6/30/00 & Internal (unaudited) financial statements
(6) NameProtect, Inc.	(51,991) - FY 2001	<input checked="" type="checkbox"/>	1999 audited financial statements
(7) Opgen, Inc.	511,423 - FY 2002	<input checked="" type="checkbox"/>	Affidavit dtd. 10/23/02
(8) Felins USA, Inc.	2,570,760 - FY 2003	<input checked="" type="checkbox"/>	2003 audited financial statements
(9) BuySeasons, Inc.	52,773 - FY 2003	<input checked="" type="checkbox"/>	2003 and 2004 audited financial statements
(10) Instrument Development Corp.	1,470,268 - FY 2004	<input checked="" type="checkbox"/>	S-Corp tax returns
(11) ZyStor Therapeutics, Inc.	N/A	<input checked="" type="checkbox"/>	No business activity at time of investment

(f) Not predominantly engaged in professional services provided by accountants, lawyers or physicians.

BUSINESS	PRIMARY BUSINESS	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	Consulting and design services for integrated circuits	<input checked="" type="checkbox"/>	2000 financial statements, NAICS #541,330 on tax return
(2) Mortgagebot	Technology and services to allow financial services firms to offer loans on the internet	<input checked="" type="checkbox"/>	Auditor report on 7/5/01
(3) Gempler's, L.L.C.	N/A	N/A	N/A
(4) Gala Design/Biotech, Inc.	Production and sale of recombinant proteins	<input checked="" type="checkbox"/>	Affidavit 3/5/01, NAICS #325,900 on tax return
(5) House of Harley-Davidson, Inc.	Retail sales of Harley-Davidson motorcycles	<input checked="" type="checkbox"/>	Financial statements, NAICS #441,221 on tax return
(6) NameProtect, Inc.	Business services – patent/trademark protection	<input checked="" type="checkbox"/>	NAICS #541,990 on tax return
(7) Opgen, Inc.	Biotechnology – optical mapping of DNA	<input checked="" type="checkbox"/>	Affidavit
(8) Felins USA, Inc.	Manufacturer of packaging equipment	<input checked="" type="checkbox"/>	Affidavit
(9) BuySeasons, Inc.	Internet retail	<input checked="" type="checkbox"/>	NAICS #454,112 on tax return
(10) Instrument Development Corp.	Manufacturer of ultra-precision machined components	<input checked="" type="checkbox"/>	NAICS #339,900 on tax return
(11) ZyStor Therapeutics, Inc.	Biotechnology – lysosomal storage disease treatments	<input checked="" type="checkbox"/>	Affidavit

COMM 111.05 QUALIFIED BUSINESSES**(1) Qualifications – CONTINUED**

A business is a qualified business if all of the following requirements are met as of the time that a CAPCO, or any affiliate of the CAPCO, makes its first investment in the business:

(g) Not engaged in the development of real estate for resale.

BUSINESS	PRIMARY BUSINESS	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(2) Mortgagebot	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(3) Gempler's, L.L.C.	See Comm 111.05 (1)f	N/A	N/A
(4) Gala Design/Biotech, Inc.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(5) House of Harley-Davidson, Inc.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(6) NameProtect, Inc.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(7) Opgen, Inc.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(8) Felins USA, Inc.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(9) BuySeasons, Inc.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(10) Instrument Development Corp.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(11) ZyStor Therapeutics, Inc.	See Comm 111.05 (1)f	<input checked="" type="checkbox"/>	See Comm 111.05(f)

(h) Not engaged in banking or lending. Does not make any loans to, or investments in, CAPCOs.

BUSINESS	PRIMARY BUSINESS	APPROVED	CAPCO VERIFICATION
(1) Silicon Logic Engineering	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(2) Mortgagebot	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(3) Gempler's, L.L.C.	See Comm 111.05(f)	N/A	N/A
(4) Gala Design/Biotech, Inc.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(5) House of Harley-Davidson, Inc.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(6) NameProtect, Inc.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(7) Opgen, Inc.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(8) Felins USA, Inc.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(9) BuySeasons, Inc.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(10) Instrument Development Corp.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)
(11) ZyStor Therapeutics, Inc.	See Comm 111.05(f)	<input checked="" type="checkbox"/>	See Comm 111.05(f)

COMM 111.05 QUALIFIED BUSINESSES**(2) Department Opinions**

(a) Written department opinion may be requested prior to investment. Opinion may be unqualified or qualified.

BUSINESS	DATE	UNQUALIFIED	QUALIFIED	NOTES
(1) Silicon Logic Engineering	4/17/02	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Qualified Opinion
(2) Mortgagebot		<input type="checkbox"/>	<input type="checkbox"/>	None Requested
(3) Gempler's, L.L.C.	5/8/01	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Unqualified Opinion
(4) Gala Design/Biotech, Inc.		<input type="checkbox"/>	<input type="checkbox"/>	None Requested
(5) House of Harley-Davidson, Inc.	8/15/00	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Qualified Opinion
(6) NameProtect, Inc.		<input type="checkbox"/>	<input type="checkbox"/>	None Requested
(7) Opgen, Inc.		<input type="checkbox"/>	<input type="checkbox"/>	None Requested
(8) Felins USA, Inc.		<input type="checkbox"/>	<input type="checkbox"/>	None Requested
(9) BuySeasons, Inc.		<input type="checkbox"/>	<input type="checkbox"/>	None Requested
(10) Instrument Development Corp.		<input type="checkbox"/>	<input type="checkbox"/>	None Requested
(11) ZyStor Therapeutics, Inc.		<input type="checkbox"/>	<input type="checkbox"/>	None Requested

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES

(1) Qualified Investments Requirements

An investment is a qualified investment if the investment meets all of the following requirements:

(a) A cash investment in a qualified business for the purchase of any of the following:

(1) An equity security **OR**

(2) A debt security

i. Maturity of at least 5 years **AND**

ii. Unsecured **OR**

iii. Convertible into equity securities or equity participation instruments (options or warrants)

BUSINESS	SECURITY ³	DATE	AMOUNT	DEBT ONLY ²		
				MATURITY ≥ 5 YRS	NOT SECURED ⁴	CONVERT TO EQUITY
(1) Silicon Logic Engineering	1. Unsecured Subordinated Note	5/1/02	1,250,000	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	← No
(2) Mortgagebot	2. Preferred Unit and Class A Common Unit Contribution	3/30/01	500,000	N/A	N/A	N/A
	3. Convertible Promissory Note	10/21/02	600,000	<input checked="" type="checkbox"/> ⁵	No →	<input checked="" type="checkbox"/>
(3) Gempler's, L.L.C.	N/A	N/A	N/A	N/A	N/A	N/A
(4) Gala Design/Biotech, Inc.	4. Series B Convertible Participating Preferred Stock/Warrants Equity	3/6/01	300,220	N/A	N/A	N/A
	5. Series B Convertible Participating Preferred Stock	9/26/01	199,780	N/A	N/A	N/A
(5) House of Harley-Davidson, Inc.	6. Senior Subordinated Note	6/30/00	1,300,000	<input checked="" type="checkbox"/>	No ⁶	No
(6) NameProtect, Inc.	7. Series B Convertible Preferred Stock	9/24/02	300,000	N/A	N/A	N/A
	8. Series B Convertible Preferred Stock	10/23/02	400,001	N/A	N/A	N/A
	9. Series C Convertible Preferred Stock	1/12/04	150,000	N/A	N/A	N/A
(7) Opgen, Inc.	10. Convertible Note	10/24/02	200,000	<input checked="" type="checkbox"/>	No →	<input checked="" type="checkbox"/>
	11. Series B Convertible Preferred Stock	5/11/04	95,000	N/A	N/A	N/A
(8) Felins USA, Inc.	12. Convert Subordinated Note	9/17/03	1,500,000	<input checked="" type="checkbox"/>	No →	<input checked="" type="checkbox"/>
(9) BuySeasons, Inc.	13. Series B Convertible Preferred Stock	5/24/04	600,000	<input checked="" type="checkbox"/>	No →	<input checked="" type="checkbox"/>
(10) Instrument Development Corp.	14. Subordinated Debt w/Warrants	7/22/04	1,750,000	<input checked="" type="checkbox"/>	No →	<input checked="" type="checkbox"/>
(11) ZyStor Therapeutics, Inc.	15. Series B Preferred Stock	9/23/04	125,000	N/A	N/A	N/A

² N/A indicates the security was considered equity by the Qualified Business or no investment was made.

³ See copies of the investment documents for the terms of each security. Information confirmed by each Qualified Business.

⁴ For the purposes of the CAPCO program, "Non Secured" means that the loan was not collateralized through security agreements, UCC filings, inter-creditor agreements, personal guarantees, hypothecation agreements or any other type of side agreement. "Convert to Equity" means that each dollar of the loan could be converted to equity through options or warrants.

⁵ Mortgagebot confirmed the original note was dated 4/30/02 with a maturity of 4/30/07. The note was amended as of 12/22/04 with a new maturity of 9/1/09.

⁶ Note was secured. Waiver granted.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES**(1) Qualified Investments Requirements – CONTINUED**

An investment is a qualified investment if the investment meets all of the following requirements:

(b) The qualified business agrees not to use investment to relocate its operations.

BUSINESS	LOCATION – AT INVESTMENT	LOCATION – AT AUDIT	APPROVED	NOTES
(1) Silicon Logic Engineering	7 S Dewey St. Eau Claire, WI 54701	7 S Dewey St. Eau Claire, WI 54701	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(2) Mortgagebot	W57N14280 Doerr Way Cedarburg, WI 53012	W57 N14280 Doerr Way, Suite 2W Cedarburg, WI 53012	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(3) Gempler's, L.L.C.	N/A	N/A	N/A	N/A – No Investment
(4) Gala Design/ Biotech, Inc.	280 Washington St. Prairie du Sac, WI 53718	8137 Forsythia St. Middleton, WI 53562	<input checked="" type="checkbox"/> ⁷	Qual Bus Confirmation – Location change in January 2002.
(5) House of Harley- Davidson, Inc.	6221 N. Layton Ave. Greenfield, WI 53220	6621 W. Layton Ave. Milwaukee, WI 53220	<input checked="" type="checkbox"/>	Qual Bus Confirmed Change in address format only
(6) NameProtect, Inc.	918 Deming Way, Suite 300 Madison, WI 53717	918 Deming Way, Suite 300 Madison, WI 53717	<input checked="" type="checkbox"/>	Confirmed on Internet
(7) Opgen, Inc.	510 Charmany Dr. Madison, WI 53719	510 Charmany Drive Suite 151 Madison, WI 53719	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(8) Felins USA, Inc.	8304 W. Parkland Ct. Milwaukee, WI 53223	8304 W. Parkland Ct. Milwaukee, WI 53223	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(9) BuySeasons, Inc.	1416 Poplar Dr., Suite F Waukesha, WI 53188	5150 S. Towne Dr. New Berlin, WI 53151	<input checked="" type="checkbox"/> ⁸	Qual Bus Confirmed
(10) Instrument Development Corp.	820 Swan Dr. Box 352 Mukwonago, WI 53149	820 Swan Dr. Mukwonago, WI 53149	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(11) ZyStor Therapeutics, Inc.	c/o Mason Wells 770 N. Water St. Milwaukee, WI 53202	10437 Innovation Dr., Suite 100 Milwaukee, WI 53226	<input checked="" type="checkbox"/> ⁹	Qual Bus Confirmed

⁷ Qualified Business did not maintain the same work sites maintained at investment. Commerce approved location change.

⁸ Change in location within geographical area. No violation of requirement.

⁹ Change in location within geographical area. No violation of requirement. Previous address in c/o venture capital firm.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES**(1) Qualified Investments Requirements – CONTINUED**

An investment is a qualified investment if the investment meets all of the following requirements:

- (c) As long as the CAPCO continues to hold the investment – the qualified business agrees not to relocate its headquarters out of this state.

BUSINESS	LOCATION – AT INVESTMENT	LOCATION – AT AUDIT	APPROVED	NOTES
(1) Silicon Logic Engineering	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(2) Mortgagebot	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(6) Gempler's, L.L.C.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	N/A	No Investment
(3) Gala Design/Biotech, Inc.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(4) House of Harley-Davidson, Inc.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(5) NameProtect, Inc.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(6) Opgen, Inc.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(7) Felins USA, Inc.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(8) BuySeasons, Inc.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(9) Instrument Development Corp.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	
(10) ZyStor Therapeutics, Inc.	See Comm 111.06 (1)b	See Comm 111.06 (1)b	<input checked="" type="checkbox"/>	

- (d) As long as the CAPCO continues to hold the investment – the qualified business agrees to maintain at least 75% of its employees in this state.

BUSINESS	% IN WI – AT INVESTMENT	% IN WI – AT AUDIT	APPROVED	NOTES
(1) Silicon Logic Engineering	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	37 employees
(2) Mortgagebot	See Comm 111.05 (1)c	96.5%	<input checked="" type="checkbox"/>	57.25 employees
(3) Gempler's, L.L.C.	See Comm 111.05 (1)c	N/A	N/A	No Investment
(4) Gala Design/Biotech, Inc.	See Comm 111.05 (1)c	100% ¹⁰	<input checked="" type="checkbox"/>	50 employees
(5) House of Harley-Davidson, Inc.	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	46.5 employees
(6) NameProtect, Inc.	See Comm 111.05 (1)c		<input type="checkbox"/>	No Response
(7) Opgen, Inc.	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	14 employees
(8) Felins USA, Inc.	See Comm 111.05 (1)c	92.9%	<input checked="" type="checkbox"/>	28/30 employees
(9) BuySeasons, Inc.	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	45 employees
(10) Instrument Development Corp.	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	78 employees
(11) ZyStor Therapeutics, Inc.	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	12 employees

¹⁰ Gala Biotech was sold to Cardinal Health. Cardinal maintains the Gala Biotech division in Wisconsin. At the time of the audit 50 individuals were employed by Gala Biotech. All Gala Biotech employees were located in Wisconsin. CAPCO investment was sold along with the rest of the Gala equity holdings.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES**(1) Qualified Investments Requirements – CONTINUED**

An investment is a qualified investment if the investment meets all of the following requirements:

- (e) As long as the CAPCO continues to hold the investment – maintain at least 75% of its employees at work sites that were maintained by the qualified business at the time that the investment was made.

BUSINESS	% AT SITE – AT INVESTMENT	% AT SITE – AT AUDIT	APPROVED	NOTES
(1) Silicon Logic Engineering	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(2) Mortgagebot	See Comm 111.05 (1)c	96.25%	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(3) Gempler's, L.L.C.	See Comm 111.05 (1)c	N/A	N/A	No Investment
(4) Gala Design/Biotech, Inc.	See Comm 111.05 (1)c	0%	<input checked="" type="checkbox"/> ¹¹	Moved to new loc
(5) House of Harley-Davidson, Inc.	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(6) NameProtect, Inc.	See Comm 111.05 (1)c		<input type="checkbox"/>	No response
(7) Opgen, Inc.	See Comm 111.05 (1)c	100%	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(8) Felins USA, Inc.	See Comm 111.05 (1)c	92.9%	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(9) BuySeasons, Inc.	See Comm 111.05 (1)c	100% ¹²	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(10) Instrument Development Corp.	See Comm 111.05 (1)c	100 %	<input checked="" type="checkbox"/>	Qual Bus Confirmed
(11) ZyStor Therapeutics, Inc.	See Comm 111.05 (1)c	0% ¹³	<input checked="" type="checkbox"/>	Qual Bus Confirmed

¹¹ Qualified Business did not maintain the same work sites maintained at investment. Commerce approved location change.

¹² See Comm 111.06(1)b

¹³ Zystor moved from out of state to Wisconsin with CAPCO investment. Location change approved by Commerce.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES

(2) A Qualified Investment Schedule – CONTINUED

Banc One Stonehenge Capital Fund Wisconsin, LLC shall invest Certified Capital according to the requirements listed below.

- a) The proceeds, up to a maximum of the investment cost, received from the sale of a qualified investment returned to a CAPCO within one year of the initial investment date, other than those sold as part of a public offering, that are placed in a new qualified investment, shall count 50% towards the percentage requirements contained in Table 111.06–2A and ss. Comm 111.08 (3) and 111.10 (4) (a) 2. The reduction in the amount of an investment for terms of certain percentage requirements shall apply at all times until the CAPCO has been voluntarily decertified.
 - b) Proceeds from the sale of a qualified investment that are reinvested in that qualified business or an affiliate of that business shall not count towards the percentage requirements contained in TABLE 111.06–2A, and placement of 100% of the investments as qualified investments in ss. Comm 111.08 (3) and 111.10 (4) (a) 2, if such reinvestment is made within one year of the original investment's return to the CAPCO.
 - c) The proceeds received from the sale of qualified investments which are returned to a CAPCO shall be presumed to be placed in the order received in subsequent qualified investments, and shall be presumed to be placed in qualified investments before funds which have never been placed in qualified businesses.
- 3) For purposes of satisfying the percentage requirements of TABLE 111.06–2A, and placement of 100% of investments ss. Comm 111.08 (3) and 111.10 (4) (a) 2., the cumulative amount of qualified investments made by the CAPCO shall be considered.

See Appendix C for detailed analysis of cash returned to CAPCO from Qualified Businesses. Analysis of the cash flow timing indicates no violation of the above requirements.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES**(2) A Qualified Investment Schedule – CONTINUED**

Banc One Stonehenge Capital Fund Wisconsin, LLC shall invest Certified Capital according to the requirements listed below.

(c) The date funds are placed in accordance with Table 111.06–2A is the date funds are received by the qualified Wisconsin business from the CAPCO, as evidenced by the date of a check or other means of funds transfer. The CAPCO shall submit all of the following information to the department within thirty days of the dates specified in TABLE 111.06–2A:

- 1) The amount of certified capital placed in qualified investments as of the date specified in par. (a); AND
- 2) The amount of the total certified capital provided by investors to the CAPCO as of the date specified in TABLE 111.06–2A.

Investment Date: 10/25/02

BUSINESS	DATE	AMOUNT ¹⁵	APPROVED ¹⁶	NOTES ¹⁷
(1) Silicon Logic Engineering	5/1/02	1,250,000	<input checked="" type="checkbox"/>	Confirmed
(2) Mortgagebot	3/30/01 10/21/02	500,000 600,000	<input checked="" type="checkbox"/>	Confirmed
(3) Gempler's, L.L.C.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(4) Gala Design/Biotech, Inc.	3/6/01 9/26/01	300,220 199,780	<input checked="" type="checkbox"/>	Confirmed
(5) House of Harley-Davidson, Inc.	6/30/00	1,300,000	<input checked="" type="checkbox"/>	Confirmed
(6) NameProtect, Inc.	9/24/02 10/23/02	300,000 400,001	<input checked="" type="checkbox"/>	Confirmed
(7) Opgen, Inc.	10/24/02	200,000	<input checked="" type="checkbox"/>	Confirmed
(8) Felins USA, Inc.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(9) BuySeasons, Inc.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(10) Instrument Development Corp.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(11) ZyStor Therapeutics, Inc.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed

Investment Date: 10/25/04

BUSINESS	DATE	AMOUNT ¹⁸	APPROVED ¹⁹	NOTES ²⁰
(1) Silicon Logic Engineering	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(2) Mortgagebot	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(3) Gempler's, L.L.C.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(4) Gala Design/Biotech, Inc.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(5) House of Harley-Davidson, Inc.	N/A	N/A	<input checked="" type="checkbox"/>	Confirmed
(6) NameProtect, Inc.	1/12/04	150,000	<input checked="" type="checkbox"/>	Confirmed
(7) Opgen, Inc.	5/11/04	95,000	<input checked="" type="checkbox"/>	Confirmed
(8) Felins USA, Inc.	9/17/03	1,500,000	<input checked="" type="checkbox"/>	Confirmed
(9) BuySeasons, Inc.	5/24/04	600,000	<input checked="" type="checkbox"/>	Confirmed
(10) Instrument Development Corp.	7/22/04	1,750,000	<input checked="" type="checkbox"/>	Confirmed
(11) ZyStor Therapeutics, Inc.	9/23/04	125,000	<input checked="" type="checkbox"/>	Confirmed

¹⁵ Amounts rounded to nearest dollar.

¹⁶ If evidence is received within 30 days of 10/25/02, the CAPCO has met the requirement.

¹⁷ See CAPCO files for completed audit reports.

¹⁸ Amounts rounded to nearest dollar.

¹⁹ If evidence is received within 30 days of 10/25/04, the CAPCO has met the requirement.

²⁰ See CAPCO files for completed audit reports.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES**(3) Nonqualified Investments**

Banc One Stonehenge Capital Fund Wisconsin, LLC shall invest Certified Capital according to the requirements listed below.

- (a) All certified capital investments in a CAPCO that are not invested in qualified investments may be held or invested by the CAPCO as it considers appropriate, except that a CAPCO may not invest certified capital investments in an insurance company or in an affiliate of an insurance company.

AS OF DATE	NONQUALIFIED HOLDINGS ²¹	AMOUNT ²²	APPROVED	NOTES
12/31/1999	U.S. Government Securities (various maturities)	6,167,446	<input checked="" type="checkbox"/>	Investment holdings throughout the year were verified against CAPCO ledger.
	Cash and Cash Equivalents	13,118,352	<input checked="" type="checkbox"/>	
12/31/2000	U.S. Government Securities (various maturities)	4,171,044	<input checked="" type="checkbox"/>	Investment holdings throughout the year were verified against CAPCO ledger.
	Commercial Paper (due 1/18/01)	1,019,249	<input checked="" type="checkbox"/>	
	Cash and Cash Equivalents	11,189,985	<input checked="" type="checkbox"/>	
	Restricted Cash	5,793	<input checked="" type="checkbox"/>	
12/31/2001	U.S. Government Securities (various maturities)	2,054,707	<input checked="" type="checkbox"/>	Investment holdings throughout the year were verified against CAPCO ledger.
	Commercial Paper (due 3/15/02)	2,561,401	<input checked="" type="checkbox"/>	
	Mortgage-backed Securities (various maturities)	4,113,646	<input checked="" type="checkbox"/>	
	Cash and Cash Equivalents	4,801,423	<input checked="" type="checkbox"/>	
12/31/2002	Commercial Paper (due 3/26/03, 5/1/03)	1,261,932	<input checked="" type="checkbox"/>	Investment holdings throughout the year were verified against CAPCO ledger.
	Mortgage-backed Securities (various maturities)	3,340,539	<input checked="" type="checkbox"/>	
	Cash and Cash Equivalents	6,633,534	<input checked="" type="checkbox"/>	
12/31/2003	Commercial Paper (due 5/5/04, 4/1/04)	710,523	<input checked="" type="checkbox"/>	Investment holdings throughout the year were verified against CAPCO ledger.
	Mortgage-backed Securities (various maturities)	4,761,151	<input checked="" type="checkbox"/>	
	Cash and Cash Equivalents	5,226,973	<input checked="" type="checkbox"/>	
12/31/2004	Mortgage-backed Securities (various maturities)	2,751,546	<input checked="" type="checkbox"/>	Investment holdings throughout the year were verified against CAPCO ledger.
	Cash and Cash Equivalents	5,339,414	<input checked="" type="checkbox"/>	

²¹ All investment information was listed in the audited financial statements.

²² Recorded at cost, accreted cost, or amortized cost.

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES**(4) Diversification Requirements**

Banc One Stonehenge Capital Fund Wisconsin, LLC shall invest Certified Capital according to the requirements listed below.

- (a) A CAPCO may not make a qualified investment in a person if, at the time of the investment, more than 15% of the total certified capital of the CAPCO would be invested in that person and affiliates of that person.

BUSINESS	TOTAL INVESTMENT	% OF TOTAL CERTIFIED CAPITAL	APPROVED	NOTES
(1) Silicon Logic Engineering	1,250,000	7.50%	<input checked="" type="checkbox"/>	Confirmed
(2) Mortgagebot	1,100,000	6.60%	<input checked="" type="checkbox"/>	Confirmed
(3) Gempler's, L.L.C.	0	0.00%	<input checked="" type="checkbox"/>	Confirmed
(4) Gala Design/Biotech, Inc.	500,000	3.00%	<input checked="" type="checkbox"/>	Confirmed
(5) House of Harley-Davidson, Inc.	1,300,000	7.80%	<input checked="" type="checkbox"/>	Confirmed
(6) NameProtect, Inc.	850,001	5.10%	<input checked="" type="checkbox"/>	Confirmed
(7) Opgen, Inc.	295,000	1.77%	<input checked="" type="checkbox"/>	Confirmed
(8) Felins USA, Inc.	1,500,000	9.00%	<input checked="" type="checkbox"/>	Confirmed
(9) BuySeasons, Inc.	600,000	3.60%	<input checked="" type="checkbox"/>	Confirmed
(10) Instrument Development Corp.	1,750,000	10.50%	<input checked="" type="checkbox"/>	Confirmed
(11) ZyStor Therapeutics, Inc.	125,000	0.75%	<input checked="" type="checkbox"/>	Confirmed

COMM 111.06 OPERATION OF CERTIFIED CAPITAL COMPANIES**(5) Restrictions on Management**

- (a) No CAPCO may be managed or controlled by, or have a general partner that is, an insurance company or an affiliate of an insurance company. This subsection does not preclude an insurance company or its affiliate from exercising its legal rights and remedies, including interim management of a CAPCO, in the event that a CAPCO is in default of its statutory or contractual obligations to the insurance company or its affiliate.

CAPCO	OWNERSHIP STRUCTURE	APPROVED
Banc One Stonehenge Capital Fund Wisconsin, LLC	There are 5,000 membership units authorized with a stated value of \$10,000 per unit, of which 310 units have been issued to BOCF Holdings Corporation ("BOCFHC"). BOCFHC is a wholly owned subsidiary of Banc One Capital Holdings Corporation ("BOCHC"), which is a wholly owned subsidiary of Bank One Corporation ("Bank One"). No additional members may be admitted.	<input checked="" type="checkbox"/>
Bank One merged into and with JPMorgan Chase & Co. on July 1, 2004.		

COMM 111.07 REPORTING REQUIREMENTS AND FEES**(1) Receipts of Certified Capital**

As soon as practicable after the receipt of a certified capital investment, a CAPCO shall report all of the following to the department:

- (a) The name of the certified investor from which the certified capital was received, including the certified investor's tax identification number.

Documented in: CAPCO files

- (b) The amount of the certified capital investment.

Documented in: CAPCO files

- (c) The date on which the certified capital investment was received by the CAPCO.

Documented in: CAPCO files

- (d) The investment date for the investment pool of which the certified capital will be a part.

Documented in: CAPCO files

COMM 111.07 REPORTING REQUIREMENTS AND FEES**(2) Violations of Agreements by Qualified Businesses**

- (a) As soon as practicable after the receipt of information by the CAPCO that a qualified business has violated an agreement made under s. Comm 111.06 (1) (b) to (e), the CAPCO shall notify the department of the violation and the facts giving rise to the violation.

BUSINESS	VIOLATION	DATE	REPORTED			NOTES
(1) Silicon Logic Engineering	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(2) Mortgagebot	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(3) Gempler's, L.L.C.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	N/A
(4) Gala Design/Biotech, Inc.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(5) House of Harley-Davidson, Inc.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(6) NameProtect, Inc.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(7) Opgen, Inc.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(8) Felins USA, Inc.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(9) BuySeasons, Inc.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(10) Instrument Development Corp.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.
(11) ZyStor Therapeutics, Inc.	N/A	N/A	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input checked="" type="checkbox"/>	No violations reported.

COMM 111.07 REPORTING REQUIREMENTS AND FEES

(3) Annual Reports

On or before January 31 annually, a CAPCO shall report all of the following to the department:

(a) The amount of the CAPCO's certified capital at the end of the preceding year.

AS OF DATE	REPORTED ON	AMOUNT OF CERTIFIED CAPITAL	APPROVED	NOTES
12/31/1999	1/27/00	16,666,667	<input checked="" type="checkbox"/>	Confirmed
12/31/2000	2/19/01 ²³	15,366,667	<input checked="" type="checkbox"/>	Confirmed
12/31/2001	1/24/02	14,366,667	<input checked="" type="checkbox"/>	Confirmed
12/31/2002	1/30/03	11,616,667	<input checked="" type="checkbox"/>	Confirmed
12/31/2003	1/29/04	10,116,667	<input checked="" type="checkbox"/>	Confirmed
12/31/2004	1/31/05	7,396,667	<input checked="" type="checkbox"/>	Confirmed

(b) Whether the CAPCO has invested more than 15% of its total certified capital in any one person.

BUSINESS	AS OF DATE	TOTAL INVESTMENT	% OF TOTAL CERTIFIED CAPITAL	APPROVED	NOTES
(1) Silicon Logic Engineering	2000	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	1,250,000	7.50%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	
	2004	0	0%	<input checked="" type="checkbox"/>	
	TOTAL	1,250,000	7.50%	<input checked="" type="checkbox"/>	
(2) Mortgagebot	2000	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2001	500,000	3.00%	<input checked="" type="checkbox"/>	
	2002	600,000	3.60%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	
	2004	0	0%	<input checked="" type="checkbox"/>	
	TOTAL	1,300,000	6.60%	<input checked="" type="checkbox"/>	
(3) Gempler's, L.L.C.	2000	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	0	0%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	
	2004	0	0%	<input checked="" type="checkbox"/>	
	TOTAL	0	0%	<input checked="" type="checkbox"/>	
(4) Gala Design/Biotech, Inc.	2000	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2001	500,220	3.00%	<input checked="" type="checkbox"/>	
	2002	0	0%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	
	2004	0	0%	<input checked="" type="checkbox"/>	
	TOTAL	500,200	3.00%	<input checked="" type="checkbox"/>	
(5) House of Harley-Davidson, Inc.	2000	1,300,000	7.80%	<input checked="" type="checkbox"/>	Confirmed
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	0	0%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	
	2004	0	0%	<input checked="" type="checkbox"/>	
	TOTAL	1,300,000	7.80%	<input checked="" type="checkbox"/>	
(6) NameProtect, Inc.	2000	0	0%	<input checked="" type="checkbox"/>	Confirmed

²³ Deadline was extended to 2/20/01 due to late notice of Dept. of Commerce letter, dtd. 1/30/01.

	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	700,001	4.20%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	
	2004	150,000	0.90%	<input checked="" type="checkbox"/>	
	TOTAL	850,001	5.10%	<input checked="" type="checkbox"/>	
(7) Opgen, Inc.	2000	0	0%	<input checked="" type="checkbox"/>	
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	200,000	1.20%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2004	95,000	0.57%	<input checked="" type="checkbox"/>	
	TOTAL	295,000	1.77%	<input checked="" type="checkbox"/>	
(8) Felins USA, Inc.	2000	0	0%	<input checked="" type="checkbox"/>	
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	0	0%	<input checked="" type="checkbox"/>	
	2003	1,500,000	9.00%	<input checked="" type="checkbox"/>	Confirmed
	2004	0	0%	<input checked="" type="checkbox"/>	
	TOTAL	1,500,000	9.00%	<input checked="" type="checkbox"/>	
(9) BuySeasons, Inc.	2000	0	0%	<input checked="" type="checkbox"/>	
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	0	0%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2004	600,000	3.60%	<input checked="" type="checkbox"/>	
	TOTAL	600,000	3.60%	<input checked="" type="checkbox"/>	
(10) Instrument Development Corp.	2000	0	0%	<input checked="" type="checkbox"/>	
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	0	0%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2004	1,750,000	10.50%	<input checked="" type="checkbox"/>	
	TOTAL	1,750,000	10.50%	<input checked="" type="checkbox"/>	
(11) ZyStor Therapeutics, Inc.	2000	0	0%	<input checked="" type="checkbox"/>	
	2001	0	0%	<input checked="" type="checkbox"/>	
	2002	0	0%	<input checked="" type="checkbox"/>	
	2003	0	0%	<input checked="" type="checkbox"/>	Confirmed
	2004	125,000	0.75%	<input checked="" type="checkbox"/>	
	TOTAL	125,000	0.75%	<input checked="" type="checkbox"/>	

(c) All qualified investments that the CAPCO has made during the previous calendar year and the investment pool from which each qualified investment was made.

AS OF DATE	REPORTED ON	AMOUNT OF QUALIFIED INVESTMENT	INVESTMENT POOL	APPROVED	NOTES
12/31/1999	1/27/00	0	N/A	<input checked="" type="checkbox"/>	Confirmed
12/31/2000	2/19/01	1,300,000	Banc One Stonehenge Capital Fund WI, LLC	<input checked="" type="checkbox"/>	Confirmed
12/31/2001	1/24/02	1,000,000	Banc One Stonehenge Capital Fund WI, LLC	<input checked="" type="checkbox"/>	Confirmed
12/31/2002	1/30/03	2,750,000	Banc One Stonehenge Capital Fund WI, LLC	<input checked="" type="checkbox"/>	Confirmed
12/31/2003	1/29/04	1,500,000	Banc One Stonehenge Capital Fund WI, LLC	<input checked="" type="checkbox"/>	Confirmed
12/31/2004	1/31/05	2,720,000	Banc One Stonehenge Capital Fund WI, LLC	<input checked="" type="checkbox"/>	Confirmed

COMM 111.07 REPORTING REQUIREMENTS AND FEES

(4) Financial Statements

- (a) Within 90 days of the end of the CAPCO's fiscal year, the CAPCO shall provide to the department a copy of its annual audited financial statements, including the opinion of an independent certified public accountant.

Documented in: CAPCO files

COMM 111.07 REPORTING REQUIREMENTS AND FEES

(5) Fees

- (b) Annually, on or before January 31, a CAPCO shall pay a nonrefundable certification fee of \$5,000 to the department, unless January 31 falls within 6 months of the date on which the CAPCO was certified under s. Comm 111.03.

Documented in: CAPCO files

COMM 111.07 REPORTING REQUIREMENTS AND FEES

(6) Exemptions From Rights of Inspection and Copying

- (c) Not Applicable to Audit

COMM 111.08 DISTRIBUTIONS

A CAPCO may make a distribution only if one of the following conditions is met:

(1) Qualified Distribution

The distribution is a qualified distribution as provided in s. 560.30 (10), Stats, i.e. the CAPCO may make a distribution to its equity holders for any of the following:

- a) The costs of forming, syndicating, managing, or operating the CAPCO.
- b) An annual management fee that does not exceed 2.5% of the CAPCO's certified capital.
- c) Reasonable and necessary fees paid for professional services related to the operation of the CAPCO.
- d) A projected increase in federal or state taxes, including penalties and interest on those taxes, of the equity owners of the CAPCO if those amounts are related to the CAPCO's ownership, management, or operation.

DATE	A	B	C	D	TOTAL	APPROVED	NOTES
1999	8,691,828	77,626	0	0	8,769,454	<input checked="" type="checkbox"/>	Distributions throughout the year verified against CAPCO ledger.
2000	9,675	416,350	17,708	0	443,733	<input checked="" type="checkbox"/>	
2001	5,413	416,667	2,500	0	424,580	<input checked="" type="checkbox"/>	
2002	0	407,292	12,847	0	420,139	<input checked="" type="checkbox"/>	
2003	0	401,667	9,330	0	410,997	<input checked="" type="checkbox"/>	
2004	0	382,157	8,039	0	390,196	<input checked="" type="checkbox"/>	
TOTAL	8,706,916	2,101,759	50,424	0	10,859,099		

(2) Written Determination

The department made a written determination that the distribution may be made without adversely affecting the ability of the CAPCO to place, in qualified investments, an amount equal to 100% of the certified capital in the investment pool from which the distribution is to be made.

CAPCO	DATE	APPROVED	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	N/A	<input checked="" type="checkbox"/>	No written determinations made.

(3) Placement of 100% of Investments in Qualified Investments

The certified capital company has placed in qualified investments an amount equal to 100% of the certified capital investments in the investment pool.

CAPCO	DATE	AMOUNT	PERCENT	APPROVED	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	N/A	N/A	N/A	<input checked="" type="checkbox"/>	CAPCO has not placed 100% of certified capital at time of audit.

(4) Debt Payments

The distribution is a payment of principal or interest owed and due to a debt holder of a CAPCO, even if the debt holder is also a holder of equity and even if the indebtedness is a certified capital investment.

CAPCO	APPROVED	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	<input checked="" type="checkbox"/>	See Banc One Cash Flow.xls.

COMM 111.09 DOCUMENTATION AND RECORDS

Requirements. Each CAPCO shall prepare and maintain on a current basis the following records and make them available to the department:

- (1) A complete executed copy of the application in accordance with s. Comm 111.03, any amendments thereto and the attached schedules;

CAPCO	APPROVED	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	<input checked="" type="checkbox"/>	Complete application on site.

- (2) Files for each director and principal of the CAPCO containing evidence that at least 2 of the principals meet the requirements of s. 560.31 (2) (d), Stats. and s. Comm 111.03 (2) (d) and (g), i.e. at least 2 officers, directors, general partners, trustees, managers or members each have at least 2 years experience in the venture capital industry.

CAPCO	APPROVED	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	<input checked="" type="checkbox"/>	Complete file on each principal on site.

- (3) Records concerning all securities issued by the CAPCO which include each of the following:
- a) The type of the security issued;
 - b) The name, address, and telephone number of the investor;
 - c) The date of the transaction;
 - d) The total dollar amount invested;
 - e) Copies of any prospectus or offering material used in connection with the sale of securities by the CAPCO;
 - f) Evidence that the offering security contains the statements required by s. Comm 111.04 (1):
 - i) "By authorizing the formation of a certified capital company, the state does not necessarily endorse the quality of management or the potential for earnings of the company and is not liable for damages or losses to a certified investor in the company. Use of the word "certified" in an offering is not a recommendation or endorsement of the investment by State of Wisconsin Department of Commerce."
 - ii) "Investments in a prospective certified capital company prior to the time the company is certified are not eligible for a certified capital company investment credit under section 76.635 of the Wisconsin Statutes. Investments in a certified capital company are not eligible for a certified capital company investment credit under section 76.635 of the Wisconsin Statutes unless the proposed investment is certified under section 560.32 (2) of the Wisconsin Statutes before the investment is made. In the event that certain statutory provisions are violated, the state may require forfeiture of unused certified capital company investment credits and repayment of used certified capital company investment credits."

CERTIFIED INVESTOR	REQUIREMENT	APPROVED	NOTES
(1) Fortis Benefits Insurance Company	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(2) John Alden Life Insurance	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(3) Hartford Life and Accident Insurance	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(4) Hartford Life Insurance Company	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(5) Phoenix Home Life Mutual	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(6) Travelers Indemnity - Connecticut	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(7) Travelers Indemnity - Illinois	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(8) Western Reserve Life Assurance	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	
(9) Monumental Life Insurance	a) Security Type	<input checked="" type="checkbox"/>	Complete file on site.
	b) Investor Contact Info	<input checked="" type="checkbox"/>	
	c) Date of Transaction	<input checked="" type="checkbox"/>	
	d) Amount Invested	<input checked="" type="checkbox"/>	
	e) Copy of Prospectus	<input checked="" type="checkbox"/>	
	f) Required Statements	<input checked="" type="checkbox"/>	

(10) Owners Insurance Company	<ul style="list-style-type: none"> a) Security Type b) Investor Contact Info c) Date of Transaction d) Amount Invested e) Copy of Prospectus f) Required Statements 	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Complete file on site.
(11) Auto-Owners Insurance Company	<ul style="list-style-type: none"> a) Security Type b) Investor Contact Info c) Date of Transaction d) Amount Invested e) Copy of Prospectus f) Required Statements 	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Complete file on site.
(12) Employers Mutual Casualty	<ul style="list-style-type: none"> a) Security Type b) Investor Contact Info c) Date of Transaction d) Amount Invested e) Copy of Prospectus f) Required Statements 	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Complete file on site.
(13) EMCASCO Insurance Company	<ul style="list-style-type: none"> a) Security Type b) Investor Contact Info c) Date of Transaction d) Amount Invested e) Copy of Prospectus f) Required Statements 	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Complete file on site.
(14) Physicians Mutual Insurance	<ul style="list-style-type: none"> a) Security Type b) Investor Contact Info c) Date of Transaction d) Amount Invested e) Copy of Prospectus f) Required Statements 	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Complete file on site.

COMM 111.09 DOCUMENTATION AND RECORDS

- CONTINUED

Requirements. Each CAPCO shall prepare and maintain on a current basis the following records and make them available to the department:

(4) Records relating to each certified investor of the CAPCO which include each of the investor's state and federal tax identification numbers and premium tax identification number.

CERTIFIED INVESTOR	REQUIREMENT	APPROVED	NOTES
(1) Fortis Benefits Insurance Company	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(2) John Alden Life Insurance	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(3) Hartford Life and Accident Insurance	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(4) Hartford Life Insurance Company	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(5) Phoenix Home Life Mutual	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(6) Travelers Indemnity - Connecticut	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(7) Travelers Indemnity - Illinois	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(8) Western Reserve Life Assurance	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(9) Monumental Life Insurance	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(10) Owners Insurance Company	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(11) Auto-Owners Insurance Company	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(12) Employers Mutual Casualty	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(13) EMCASCO Insurance Company	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	
(14) Physicians Mutual Insurance	a) State Tax ID	N/A	Complete file on site.
	b) Federal Tax ID	<input checked="" type="checkbox"/>	
	c) Premium Tax ID	<input checked="" type="checkbox"/>	

COMM 111.09 DOCUMENTATION AND RECORDS
 - CONTINUED

Requirements. Each CAPCO shall prepare and maintain on a current basis the following records and make them available to the department:

- (5) Records relating to each qualified business invested in by the CAPCO which includes the following:
- a) The name of the business;
 - b) The location of the headquarters and principal business operations of the business;
 - c) A description of the type of business engaged in;
 - d) Evidence that the business meets the definition of a qualified business as defined by s. Comm 111.05, including a signed affidavit that the business is in need of venture capital and cannot obtain conventional financing.
 - e) A copy of any contractual agreement entered into between the CAPCO and the business;
 - f) The amount of investment made in the business;
 - g) The type of investment made along with supporting documentation;
 - h) The date of the investment;
 - i) A due diligence file on the business for inspection, upon request;
 - j) Copies of any prospectus or offering material used in connection with the sale of securities by the business to the CAPCO;
 - k) A summary listing all investments made in qualified businesses as of the end of each calendar year.
 - l) The number of jobs created each calendar year by the qualified business.

BUSINESS	A	B	C	D	E	F	G	H	I	J	K	L	NOTES
(1) Silicon Logic Engineering	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
(2) Mortgagebot	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
(3) Gempler's, L.L.C.						N/A							A - D: See Comm 111.05(1)
(4) Gala Design/Biotech, Inc.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
(5) House of Harley-Davidson, Inc.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	E - J: Verified in CAPCO Due Diligence File
(6) NameProtect, Inc.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
(7) Opgen, Inc.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
(8) Felins USA, Inc.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
(9) BuySeasons, Inc.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	K - L: Confirmed in Annual Report
(10) Instrument Development Corp.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
(11) ZyStor Therapeutics, Inc.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	

COMM 111.09 DOCUMENTATION AND RECORDS
 - CONTINUED

Requirements. Each CAPCO shall prepare and maintain on a current basis the following records and make them available to the department:

- (6) Organizational documents of the CAPCO, and any amendments to these documents, as are applicable, based upon the type of organizational structure. These documents shall include the following, as applicable:
- a) Articles of incorporation;
 - b) Articles of organization;
 - c) Certificate of limited partnership;
 - d) Partnership agreement;
 - e) Operating agreement;
 - f) Bylaws; and
 - g) Evidence of registration with the department of financial institutions.

CAPCO	A	B	C	D	E	F	G	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	<input checked="" type="checkbox"/>	N/A	<input checked="" type="checkbox"/>	N/A	<input checked="" type="checkbox"/>	N/A	<input checked="" type="checkbox"/>	A: 4/21/99 Stonehenge Capital Corp. C: Limited Liability Company formed 7/29/99 E: Operating Agreement dtd. 7/29/99 G: Registration dtd. 8/6/99

- (7) Records relating to the certified capital of the CAPCO which is not invested in qualified businesses.

CAPCO	APPROVED	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	<input checked="" type="checkbox"/>	See Comm 111.06(3)a

- (8) Records relating to all distributions by the CAPCO which includes each of the following:
- a) The date of the distribution;
 - b) The amount of the distribution;
 - c) To whom the distribution was paid;
 - d) The purpose of the distribution;
 - e) A statement describing how each distribution is permitted under s. 560.36, Stats. and s. Comm 111.08.

CAPCO	REQUIREMENT	APPROVED	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	a) Date	<input checked="" type="checkbox"/>	Distributions throughout the year verified against CAPCO ledger.
	b) Amount	<input checked="" type="checkbox"/>	
	c) Payee	<input checked="" type="checkbox"/>	
	d) Purpose	<input checked="" type="checkbox"/>	
	e) Description	<input checked="" type="checkbox"/>	

COMM 111.09 DOCUMENTATION AND RECORDS

- CONTINUED

Requirements. Each CAPCO shall prepare and maintain on a current basis the following records and make them available to the department:

- (9) Financial records, prepared in accordance with GAAP, which include each of the following:
- a) A journal or journals, including cash receipts and disbursements records, and any other records of original entry forming the basis of entries in any ledger;
 - b) General and auxiliary, or other comparable records; reflecting asset, liability, reserve, capital, and income and expense accounts;
 - c) All bills or statements, or copies thereof; paid and unpaid, relating to the business of the CAPCO.

CAPCO	A	B	C	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Distributions throughout the year verified against CAPCO ledger.

- (10) Records required by this section shall be preserved for a period of not less than 10 years while effectively certified with the department, nor for less than 5 years after decertification as a CAPCO at the office located in this state.

CAPCO	NOTES
Banc One Stonehenge Capital Fund Wisconsin, LLC	CAPCO's office located at the home of the local investment advisor W. Kent Velde. CAPCO records complete and made available at local attorney's office.

APPENDIX A: SUMMARY OF CERTIFIED INVESTORS

	CERTIFIED INVESTOR	CAPCO	REQUESTED ALLOCATION	CERTIFIED AMOUNT
(1)	Fortis Benefits Insurance Company (Fortis)	Banc One Stonehenge	\$7,000,000	\$2,333,333.33
(2)	John Alden Life Insurance Company (Fortis)	Banc One Stonehenge	\$2,000,000	\$666,666.67
(3)	Hartford Life and Accident Insurance Company (HIMCO)	Banc One Stonehenge	\$7,000,000	\$2,333,333.33
(4)	Hartford Life Insurance Company (HIMCO)	Banc One Stonehenge	\$2,000,000	\$666,666.67
(5)	Phoenix Home Life Mutual Insurance Company	Banc One Stonehenge	\$4,500,000	\$1,500,000.00
(6)	The Travelers Indemnity Company of Connecticut (Citigroup Investments)	Banc One Stonehenge	\$4,150,000	\$1,383,333.33
(7)	The Travelers Indemnity Company of Illinois (Citigroup Investments)	Banc One Stonehenge	\$4,150,000	\$1,383,333.33
(8)	Western Reserve Life Assurance Co. Of Ohio (AEGON)	Banc One Stonehenge	\$2,500,000	\$833,333.33
(9)	Monumental Life Insurance Company (AEGON)	Banc One Stonehenge	\$2,500,000	\$833,333.33
(10)	Owners Insurance Company (Auto Owners Group)	Banc One Stonehenge	\$700,000	\$233,333.33
(11)	Auto-Owners Insurance Company (Auto Owners Group)	Banc One Stonehenge	\$4,000,000	\$1,333,333.33
(12)	Employers Mutual Casualty Company (Employers Mutual Insurance)	Banc One Stonehenge	\$3,000,000	\$1,000,000
(13)	EMCASCO Insurance Company (Employers Mutual Insurance)	Banc One Stonehenge	\$1,500,000	\$500,000
(14)	Physicians Mutual Insurance Company (Asset Allocation)	Banc One Stonehenge	\$5,000,000	\$1,666,666.67
	TOTAL		\$50,000,000.00	\$16,666,666.65

APPENDIX B: SUMMARY OF CERTIFIED BUSINESSES AND INVESTMENTS AS IDENTIFIED BY CAPCO

	CERTIFIED BUSINESS	CERTIFIED INVESTMENT			EMPLOYMENT (WI/TOTAL)		NET WI JOBS
		TYPE	DATE	AMOUNT	AT INVESTMENT	AT AUDIT	
(1)	Silicon Logic Engineering	Unsecured Subordinated Note	5/1/2002	\$1,250,000.00	40/40	37/37	-3
(2)	Mortgagebot	(1) Preferred Unit and Class A Common Unit Contribution	3/30/2001	\$500,000.00	33/33	55.25/	22.25
		(2) Convertible Promissory Note	10/21/2002	\$600,000.00		57.25	
(3)	Gempler's, L.L.C.	N/A					0
(4)	Gala Design/ Biotech, Inc.	(1) Series B Convertible Participating Preferred Stock/Warrants	3/6/2001	\$300,220.00	28/28	50/50	22
		(2) Series B Convertible Participating Preferred Stock	9/26/2001	\$199,780.00			
(5)	House of Harley- Davidson, Inc.	Senior Subordinated Note (Secured)	6/30/2000	\$1,300,000.00	38/38	46.5/ 46.5	8.5
(6)	NameProtect, Inc.	(1) Series B Convertible Preferred Stock	9/24/2002	\$300,000.00	33/33	52/65	19
		(2) Series B Convertible Preferred Stock	10/23/2002	\$400,000.80			
		(3) Series C Convertible Preferred Stock	1/12/2004	\$150,000.00			
(7)	Opgen, Inc.	(1) Convertible Note	10/24/2002	\$200,000.00	1/3	14/14	13
		(2) Series B Convertible Preferred Stock	5/11/2004	\$95,000.00			
(8)	Felins USA, Inc.	Convertible Subordinated Note	9/17/2003	\$1,500,000.00	28/28	28/30	0
(9)	BuySeasons, Inc.	Series B Convertible Preferred Stock	5/24/2004	\$600,000.00	33/34	45/45	12
(10)	Instrument Development Corp.	Subordinated Note w/Warrants	7/22/2004	\$1,750,000.00	68/68	78/ 78	10
(11)	ZyStor Therapeutics, Inc.	Series B Preferred Stock	9/23/2004	\$125,000.00	0/0	12/12	12
TOTAL				\$9,270,000.80	302/305	417.75/ 434.75	115.75

APPENDIX C: SUMMARY OF CASH FLOW FROM QUALIFIED BUSINESSES TO CAPCO

CAPCO	TOTAL CASH FLOW FROM QUALIFIED BUSINESSES TO CAPCO
Banc One Stonehenge Capital Fund Wisconsin, LLC	\$3,121,271.31

Felins

Type	Date	Amount
Interest Payment	11/3/2003	\$20,625.00
Interest Payment	11/25/2003	\$13,750.00
Interest Payment	12/29/2003	\$14,208.33
Interest Payment	1/30/2004	\$14,208.33
Interest Payment	2/26/2004	\$13,291.67
Interest Payment	3/29/2004	\$14,208.33
Interest Payment	4/28/2004	\$13,750.00
Interest Payment	5/28/2004	\$14,208.34
Interest Payment	6/29/2004	\$13,750.01
Interest Payment	7/29/2004	\$14,208.33
Interest Payment	8/30/2004	\$14,208.33
Interest Payment	9/28/2004	\$13,750.00
Interest Payment	10/28/2004	\$14,208.34
Interest Payment	11/29/2004	\$13,750.01
Interest Payment	12/28/2004	\$14,208.33
TOTAL		\$216,333.35

Instrument Development Corporation

Type	Date	Amount
Interest Payment	10/1/2004	\$15,821.92
Interest Payment	11/1/2004	\$16,349.31
Interest Payment	12/1/2004	\$15,821.91
TOTAL		\$47,993.14

Gal Design

Type	Date	Amount
Sale to Cardinal Health	10/14/2003	\$ 620,156.28
TOTAL		\$620,156.28

House of Harley Davidson

Type	Date	Amount
Interest Payment	10/4/2000	\$ 44,127.78
Interest Payment	11/2/2000	\$ 14,552.78
Interest Payment	1/2/2001	\$ 14,552.78
Interest Payment	2/20/2001	\$ 14,552.78
Interest Payment	3/31/2001	\$ 13,144.44
Interest Payment	4/9/2001	\$ 14,552.78
Interest Payment	5/29/2001	\$ 14,083.33
Interest Payment	6/1/2001	\$ 14,083.33
Interest Payment	6/13/2001	\$ 14,552.78
Interest Payment	7/5/2001	\$ 14,083.33
Interest Payment	9/4/2001	\$ 14,552.78
Interest Payment	9/26/2001	\$ 14,083.33
Interest Payment	10/31/2001	\$ 14,543.78
Interest Payment	12/31/2001	\$ 14,091.33
Interest Payment	1/7/2002	\$ 14,552.78
Interest Payment	1/31/2002	\$ 14,552.78
Interest Payment	3/7/2002	\$ 13,144.44
Interest Payment	3/28/2002	\$ 14,552.78
Principal Repayment	4/29/2002	\$1,313,144.45
TOTAL		\$1,599,504.56

Silicon Logic Engineering

Type	Date	Amount
Interest Payment	5/31/2002	\$ 4,305.56
Interest Payment	6/28/2002	\$ 4,166.67
Interest Payment	8/1/2002	\$ 4,305.55
Interest Payment	8/30/2002	\$ 4,305.54
Interest Payment	9/30/2002	\$ 4,166.68
Interest Payment	11/1/2002	\$ 8,611.11
Interest Payment	12/3/2002	\$ 8,333.33
Interest Payment	1/2/2003	\$ 8,611.12
Interest Payment	2/3/2003	\$ 19,375.00
Interest Payment	2/28/2003	\$ 17,500.00
Interest Payment	4/1/2003	\$ 19,375.00
Interest Payment	5/1/2003	\$ 18,750.00
Interest Payment	6/30/2003	\$ 18,750.00

Interest Payment	7/31/2003	\$ 19,375.00
Interest Payment	8/29/2003	\$ 19,375.00
Interest Payment	9/30/2003	\$ 18,750.00
Interest Payment	11/3/2003	\$ 19,375.00
Interest Payment	1/2/2004	\$ 19,375.00
Interest Payment	2/4/2004	\$ 19,375.00
Interest Payment	3/4/2004	\$ 18,125.00
Interest Payment	4/5/2004	\$ 18,125.00
Interest Payment	5/19/2004	\$ 20,000.00
Interest Payment	6/4/2004	\$ 19,375.00
Reversal of 6/4/04	6/4/2004	\$ (19,375.00)
Interest Payment	12/22/2004	\$ 27,032.99
Interest Payment	12/29/2004	\$ 3,831.94
TOTAL		\$343,295.49

Mortgagebot

Type	Date	Amount
Interest Payment	11/18/2002	\$ 333.33
Interest Payment	12/20/2002	\$ 1,000.00
Interest Payment	1/21/2003	\$ 1,000.00
Interest Payment	2/21/2003	\$ 416.67
Interest Payment	3/26/2003	\$ 416.67
Tax Distribution	4/1/2003	\$ 11,926.28
Interest Payment	4/29/2003	\$ 416.67
Interest Payment	5/21/2003	\$ 416.67
Tax Distribution	6/9/2003	\$ 42,648.23
Interest Payment	6/23/2003	\$ 416.67
Interest Payment	7/25/2003	\$ 416.67
Interest Payment	8/15/2003	\$ 416.67
Interest Payment	9/15/2003	\$ 416.67
Tax Distribution	9/15/2003	\$ 43,088.60
Tax Distribution	10/17/2003	\$ 416.67
Loan Payoff	10/22/2003	\$250,301.40
Refund of Overpayment of Tax Distribution	3/23/2004	\$ (76,206.62)
Tax Distribution	4/22/2004	\$ 5,468.69
Tax Distribution	6/14/2004	\$ 1,228.20
Tax Distribution	9/14/2004	\$ 9,450.35
TOTAL		\$293,988.49

APPENDIX D: CAPCO INSURANCE AND DEFEASEMENT OF CERTIFIED INVESTOR NOTES
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Certified Investor Notes

Banc One Stonehenge issued Notes maturing on December 15, 2008. The Certified Investor Note Principal was defeased through the purchase of U.S. Government Securities. The Note Principal was repaid to Certified Investors quarterly through December 15, 2002.

Insurance Guarantor Structure – Subsidiary/Parent Relationships & Strategic Partnerships

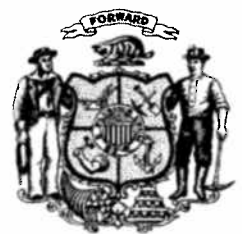
Not applicable. Banc One Holdings Corporation, a direct subsidiary of Bank One, has guaranteed the obligation to make payments to the Note Holders (Certified Investors) if any premium tax credits are recaptured. The parent, Bank One (now JPMorgan Chase & Co) is not majority-controlled by any insurance company.

Certified Investment Cash Flow for Note Receipt/Repayment and Defeasement/Insurance

	Description	As Of Date	To CAPCO	From CAPCO	For Investments
1	Certified Investment	10/27/99	\$16,666,667		
2	US Gov't Securities-Pledged and Restricted Investments	12/31/99		\$6,167,446	
3	Note Principal Payment (Redemption of US Gov't Securities)	12/15/00		\$ 451,310	
4	Note Principal Payment (Redemption of US Gov't Securities)	12/15/01		\$2,300,000	
5	Note Principal Payment (Redemption of US Gov't Securities)	12/15/02		\$1,155,950	
	TOTAL		\$16,666,667	\$6,167,446	\$10,499,221



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State makes economic honor roll

But report says Wisconsin can improve on employment issues

By AVRUM D. LANK
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Posted: Jan. 18, 2007

Even an honor roll student has room for improvement.

That's the message sent Thursday by CFED, a Washington, D.C., public policy group formerly known as the Corporation for Enterprise Development, which put Wisconsin on its 2007 economic honor roll.

The quality of life in Wisconsin is outstanding, it found, but the group says the state could do better when it comes to employment and entrepreneurial issues.

"It is a bit of a rosy scenario, but not far off," said George Lightbourn, a senior fellow with the Wisconsin Policy Research Institute in Thiensville and former secretary of the state Department of Administration. "The state is positioned well for the future . . . (but) we have to look at things like human capital and entrepreneurial" spirit.

CFED works to expand economic opportunity through public policy reform. Annually, it issues a report card for every state.

"The (2007) study finds that Wisconsin's economy continues to work well for its citizens," the organization said in announcing the results. "Notably, the state does a laudable job in insuring low-income children (Wisconsin ranks eighth in the nation) and minimizing the percentage of working parents living in poverty (rank of ninth in working poor). Wisconsin's businesses are healthy and diverse."

Wisconsin was given an "A" in performance, defined as "the conditions in which people live and work," and B's in business vitality - "the environment in which businesses operate 10 to 15 years from now" - and development capacity - "investments made today."

That showing landed the state on the CFED honor roll of seven states that earned all A's and B's. Only Connecticut and Delaware received straight A's. Colorado, Massachusetts, Minnesota and Utah joined Wisconsin with all A's and B's.

Each grade consists of a number of sub-measurements based on data from the government, foundations and private organizations.

Wisconsin was among the top 10 states in earnings of the working poor, equity of income distribution, percentage of residents voting, upkeep of bridges and loans to small businesses. The state's crime rate was the 11th best nationally, the study found.

But Wisconsin ranked in the bottom 10 for a number of items related to employment, including the number of new companies, two measures of job creation, and businesses created because of research and development efforts at universities.

The job creation numbers are easy to understand and will be hard to overcome, said David J. Ward, president of NorthStar Economics Inc., an economic development consulting firm in Madison.

Compared with other states, Wisconsin has a high work force participation rate, slow population growth and an aging population, he said. All those mean that it will create new jobs more slowly than elsewhere.

In addition, "there hasn't been a lot of job creation with manufacturing in turmoil," said Pat O'Brien, president of Milwaukee Development Corp., an affiliate of the Metropolitan Milwaukee Association of Commerce.

Ward is skeptical of Wisconsin's No. 43 ranking for moving university research to business, however.

He noted that the data the rankings are based on are several years old, and that they measure the number of spinoff companies for each \$1 billion of university research and development spending. Using that standard, the top four states in the nation are Maine, Wyoming, Montana and Arkansas.

As for Wisconsin, Ward said, it is not in the top 10 in the category, but neither is it at the bottom. "I think we are sort of in the middle of the pack," he said.

He also noted that much of the university-created employment is in Dane County, centered on the University of Wisconsin-Madison.

For the state to prosper, that activity needs to be spread around, said Dean Amhaus, president of the Spirit of Milwaukee, a group that seeks to promote the city.

"There has been a big push here within the region to pump up the research at the Medical College of Wisconsin and Marquette," Amhaus said. "I am glad in some ways that they highlighted that. It adds to our argument that it needs to increase around here."

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