

CHARLES D. CLARK
Resume and Professional Experience

June 2007 to Present
Defense Metals Technology Center (“DMTC”)
Stark State College
Executive Director

As of June 2007 – Mr. Clark was appointed Executive Director of the “Defense Metals Technology Center (DMTC)”. Modeled after similar centers through out the U.S. This U.S. Army “Center of Excellence” was established by venture, Federal and State of Ohio funds and is located at Stark State College in N. Canton, Ohio.
In his position at the University of Akron Mr. Clark was instrumental in helping secure the funding and structuring the Center organization.

As the Centers first operational executive, he will be responsible for establishing the organization and judging it to be a viable economic development and organizational intermediary.

The mission of the Center is to promptly become the “go to” for data and liaison with interested organizations relative to critical metals, which the US Army has deemed of significant importance to the National Defense and International Security --- initially Titanium.

June 2000 to June 2007
The University of Akron
Director, Corporate and Government Relations

Invited to become a consultant to the President of The University, Mr. Clark developed a program to expand the awareness in Northeast Ohio of The University of Akron, particularly for its Polymer Science and Engineering expertise which is ranked second in the nation, and its Law School which has a highly recognized Intellectual Property Law program.

In October 1999, Mr. Clark was asked to assume a full-time staff position with the specific task to expose all the attributes of the University throughout the State of Ohio’s industrial, civic and political sectors.

During the initial 4 years of his tenure at The University, he established a program for routine “presence” for himself and the President of the University in the Greater Cleveland business, cultural and social activities to effect an introduction to the President and the “new” culture being effected at the University of Akron and establish an influence upon those Cleveland spheres of powers. He routinely represented the President of The University at meetings and events.

As a follow-up, in 2005, put in place an innovative outreach program to host at the university a service of Campus Walks so to effect first hand understanding by prominent Clevelanders of what has been a major transition of culture and landscape of the institution starting in 2001.

In 2000 Mr. Clark also assumed the responsibility of advocating on behalf of the University to secure State of Ohio and Federal funds for expansion and deployment of the University’s expertise, particularly in its Polymer, Engineering and Law disciplines. In this capacity he became the requested lobbyist for The University and oversaw the Universities’s Federal government relations and funding efforts. He similarly participated in the State of Ohio affairs activities. In 2002 he was part of a team which instituted The Ohio Birthday Party on Capital Hill, now held annually, and draws over 300 Legislators and staffers. It is the premier Ohio event on the Capital Hill.

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Mr. Clark represents the University on several boards in the area of Technology and Economic Development. (See page 7)

Note:

Because of the initial complementary activities of Mr. Clark's position at BMI and The University of Akron, until October 2001 he maintained a joint relationship spending 20% of his time with Battelle.

NEO-GOV Council

In 2003 Mr. Clark conceived of the idea of forming the NEO-Gov Council, a group of government affairs professionals and lobbyist. The group now represents 52 member organizations ranging from business, medical, academies, financial services, chambers, economic development organization and independents. The group meets monthly with State and Federally elected officials with the goal of better positioning for NE Ohio regional interests. Mr. Clark is the Council's Founding Chairman.

1994 thru October 2001
Battelle Memorial Institute (BMI)

As a senior industrial advisor to BMI, Mr. Clark has responsibility for assisting the Technology Transfer and Commercialization functions pursuant to a contract which BMI manages for NASA and the EPA. In these efforts, Mr. Clark participates in SBIR and STTR grant review panels for NASA.

He was also responsible for effecting and monitoring large client initiatives for BMI in the Cleveland area and represents BMI/Cleveland in relevant legislative initiatives on the Federal and State levels.

On behalf of BMI, Mr. Clark attends national meetings on venture funding and financing of technology based small business.

Republican National Conventions – San Diego 1996, Philadelphia 2000 and New York City 2004

Mr. Clark has been a Republican National Committee official operative working in the Official Proceedings Group, where he was responsible for training, teleprompter operation and the podium orientation of speakers as well as performing floor oversight activities.

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June 1998 to June 2000

Goodyear Executive Professor of Management

Kent State University College of Business & Graduate School of Management

As a seasoned CEO level executive with significant global experience, Mr. Clark was recruited for this appointment through a national search process. Responsibilities included restructuring and teaching the Fundamentals of Business course in preparation for it to become a requirement for all freshmen entering the School of Business. Mr. Clark created an academic program for MBA students in technology and small business commercialization. He lectured to the three MBA programs on specific topics such as Technology Transfer, Product Life Cycles, Venture Capital (vis-à-vis the seed and startup capital) and Corporate "Ratios", the drivers of shareholder value.

June 1992 to October 1997

Merchants Financial Group Inc. ("MFG")

Cleveland, Ohio

Founded by Mr. Clark along with two other experienced Cleveland businessmen, MFG was a focused investment banking firm, specializing in merger/acquisitions, corporate finance and strategy service for small and mid-sized companies.

Because of his extensive background and contacts, Mr. Clark specialized with clients in the health care, laboratory supplies, medical products and BioTech fields.

Transactions of Note:

- Conceptualized and negotiated the merger of Costar, Inc., a NASDAQ company, with \$75 million in sales of laboratory plastic ware into Corning, Inc., creating a major new supplier of these products. This transaction was valued at \$91 million.
- Secured a buyer and oversaw the acquisition of Allen Medical Products, Inc., a manufacturer of operating room positioning devices.
- Effected the opportunity for negotiation which resulted in the acquisition by Fisher Scientific, Inc. of CMS Laboratory Supplies Division of Fisons Plc of the UK. This \$310 million transaction created the principal combined laboratory supply company with balanced market shares in both the clinical and biomedical industrial marketplaces.

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January to June 1992
Campaign Manager
Marston for U.S. Congress
Ohio – 19th District

With only a few weeks notice, Mr. Clark, organized the campaign team, led a fund raising program which netted \$350,000 which financed of a full-fledged advertising effort to gain candidate name recognition.

June 1985 to December 1991
President
C-Bio Management company (“C-Bio”)
Warrensville Heights, Ohio

C-Bio was a start-up BioTech company designed to service the anticipated burgeoning bio-processing industry both on the clinical and industrial level. Initially, effort was put forth to become the principal supplier of microbiological culture products to the diverse European markets. The secondary goal was to become a source for very large quantities of cell culture nutrients and other products required by the developing BioTech-Processing industry segment.

Financing for the company was put in place by four Regulation D fund-raising efforts, which Mr. Clark oversaw and successfully completed for an aggregation of \$3.5 million.

C-Bio grew to 25 employees and \$10 million in sales with all pertinent functions in place to address the targeted marketplaces. However, due to the lack of definition and growth of the bioprocessing industry, the demand for the C-Bio production capabilities did not materialize from specific targeted accounts and the company did not survive.

January through June 1985
Primus Venture Capital Fund (“Primus”)
Cleveland, Ohio

Mr. Clark was able to be a consultant to the start-up of Primus which was then being organized as a civic economic development initiative in Cleveland. It started with initial capital of \$35 million raised from Ohio state institutional and Cleveland corporate sources. Mr. Clark assisted in the initial positioning of the fund in the Cleveland business community and participated in developing deal flow and resulting due-diligence functions.

1982 to 1985
Founding President, Chief Executive Officer and Director
Life Technologies, Inc. (“LTI”)
(Now Invitrogen, Inc.)

The predecessor to LTI was the GIBCO Division Life Science Group activities of The Dexter Corporation which had been created out of the merger of other BioMedical operations of The Mogul Corporation into Dexter in 1976.

LTI was launched as a public OTC entity in September of 1982 with the merger of the Dexter Life Science components with Bethesda Research Laboratories, Inc. (“BRL”). At the time of the

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merger combined sales were approximately \$80 million from worldwide operations. BRL contributed approximately \$9 million in sales and was significant loss position when merged.

Mr. Clark was responsible for establishing the LTI organization as a stand-alone entity and amalgamated the business into what is now recognized as the leading BioTech supply side entity in the world. His primary task was to promptly pre LTI for an IPO.

Mr. Clark reported to a Board of Directors consisting of Dexter appointees, a major venture capitalist, scientists and investment bankers. Reporting to Mr. Clark were two Executive Vice-Presidents of operations and a President of International Operations, Vice-Presidents of finance, regulatory affairs, strategic planning, international marketing and Directors of Human Resources/Employee Benefits and Information Systems.

The resulting LTI business was nurtured by Mr. Clark to sales of \$115 million with a pre-tax income of approximately \$12 million and the BRL activities were profitable at the time he left the organization in 1985.

LTI could be described as the first and premier supply side successful company which formed the burgeoning BioTech industry sector.

1976 to 1982
President, Life Science Group
Vice-President of The Dexter Corporation ("Dexter")

As a member of Dexter's Management Committee, Mr. Clark had specific operating responsibility for one of five operating groups of Dexter. The management committee had oversight of all Dexter operations which was made up of 28 segmented business units and which Mr. Clark was required to become totally familiar.

Mr. Clark participated in the Dexter Board of Directors meetings and in addition to his operating responsibilities he was involved in corporate activities, including financings, acquisitions, strategic planning and corporate problem solving. He routinely represented Dexter in financial PR activities.

1963 to 1976:
The Mogul Corporation ("Mogul")

Mr. Clark joined Mogul (formerly The North American Mogul Products Company) as a Territorial Sales Manager for the company's Life Science products -- biochemical reagents, laboratory animal test diets and the GIBCO line of cell culture nutrients were just being added, and Mr. Clark was the driving force behind this initiative. He progressed to a Technical Services Manager supervising 35 people. Mogul's Life Science Product sales grew from less than \$1 million in 1963 to over \$44 million in 1976.

Mr. Clark was the force behind the creation and growth of GIBCO's International activities. Beginning in 1971 he established its European operations, and then expanded the business to the Pacific Rim through GOKK, a very successful joint venture with Oriental Yeast, Inc., a subsidiary of Nissan Chemical. He also acquired laboratory supply businesses in Australia and New Zealand to provide a business base there to convey the GIBCO products to the Australasian marketplace manage the raw materials collection critical to GIBCO's needs.

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Mr. Clark could be referred to as the "father" of FETAL BOVINE SERUM which to date is still the principal protein nutrient source for mammalian cell culture growth. This globally accepted product and its derivatives now have a sales value of over a billion dollars. He is believed to be the first person to commercially collect and process Fetal Bovine Serum in 1959, and through his efforts expanded the collection and production of commercially viable products from the United States to Canada, Mexico, Australia, New Zealand and Hungary.

In 1974 as Executive Vice President for the Life Science Group, Mr. Clark oversaw the operation for several segmented product groups, GIBCO - Cell Culture Nutrients, GBI - Biochemicals and laboratory animal test diets, Sprague Dawley - Laboratory rodents, Biological Specialties — mink veterinary vaccines and Invenex - Small Volume Parenteral Solutions.

Starting in 1967 Mr. Clark was given additional corporate responsibility in positions ranging from assistant to the president, vice president and secretary, executive vice president, and a director of the company. He oversaw the consummation of over 50 acquisitions and divestitures, an IPO for Mogul in 1969, two secondary offerings, debt financings, and in 1976 the merger of Mogul into The Dexter Corporation. He also was responsible for the financial reporting and Wall Street P & R.

1955 to 1962: Microbiological Associates, Inc. ("MBA")

Mr. Clark started his business career part-time and summer vacations as a senior lab technician with MBA, which was the pioneering commercial supplier of sterile liquid cell culture nutrients. In 1959, he joined the company as a full-time employee.

During these formative years, Mr. Clark held a variety of managerial positions, including purchasing agent, customer service, production manager, director of personnel and assistant to the president. This broad exposure to all aspects of a fast growing new technology business was a unique opportunity for experience base and good technical training very early in his career. His last position was production manager where he supervised 110 technicians and laboratory workers. He made significant contributions to the company which brought the company to the position of the foremost producer of biological products for tissue culture, cancer, and virus research.

MBA can readily be considered the first "BioTech" company, since they were the initial specialized purveyor of tissue cell culture products on a commercial basis. It was from this base that the supply-side sector of the BioTech industry took shape and purveyed a broad range of quality reagents required to spur the scientific breakthrough on a laboratory basis that formed the technology pillars upon which almost BioTech companies were erected in the late '70's and 80's.

MBA was also a contractor for the cancer chemotherapy program ("CCNSC") which was a major screening project for the National Cancer Institute (NCI) of the National Institutes of Health ("NIH").

MBA also was involved with the polio vaccine program, where it developed a high volume neutralization test under a contract with the National Foundation of Infantile Paralysis (NFIP). Mr. Clark was intimately involved in these programs.

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Current Associations:

Miltex International, Inc.
(Medical Barrier Fabrics)

Republican Party of Cuyahoga County
Past Vice Chairman Policy Committee

Ohio Fuel Cell Coalition ("OFCC")
Governor's Commission to promote
Relevant activities for Ohio

Council on Competitiveness ("Washington, DC")
Legislative Affairs Committee

Neo-Gov Council
Founder and Chairman
2001 – present

Union Club of Cleveland
House Committee

Past Directorships:

hCell Technologies, Inc.
(Insulin Secreting Mammalian Cells)

Director/ President - Georgetown Club of Cleveland

Board of Governors - Georgetown University

Director — Boys and Girls Club of Cleveland

Ronald McDonald House/Cleveland
Pro-Am Golf Tournament Committee

Director - Cyberex Corporation
(Universal Power Supply Equipment)

Aerospace States Association ("ASA")
Delegate State of Ohio – 1996 through 2005
Member, Executive Committee
Chairman, Membership Committee

Director - Mayfield Country Club

Director - Baker McMillan, Inc.
(Precision Wood Turnings)

Director - Hines Investment Corporation
(Foundry Supplier and Developer of
"InterPlak" Toothbrush)

Director - America's Body Company
(Truck Equipment)

Director - Tektagen, Inc.
(Clinical Testing)

Director, Secretary and Treasurer, E-3 Ohio, Inc.
(Technology Advocacy for Ohio)

Director - National Foundation for Infectious Diseases
("NFID")

Trustee - Ohio Aerospace Council ("OAC")
(Advocacy for NASA/Glenn)

Trustee - Blue Cross/Blue Shield of Ohio
Director, Medical Life Insurance - Subsidiary
Director, Medical Health Systems — Subsidiary

Trustee and Vice Chairman
St Luke's Hospital Association
Chairman - Investment Committee

Advisory Board - The Ohio Bank (Now Sky Bank)

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Background

As the son of a career US Air Force Medical officer, Mr. Clark had a most varied life in his early years. He attended numerous pre-college schools including two years at a British Public Preparatory school followed by four high schools in different locals. He grew up living at Air Force bases and on the economy in Michigan, New York, Florida, Washington DC, Maryland and the UK and Germany.

Education

1954-1956 — Emory University
(Premedical)

1956-1959 — Georgetown University
(History and Philosophy)

1982 — Northwestern University
Kellogg Graduate School of Management
Institute of International Studies - Burgenstock, Switzerland
Class President

Professional Memberships

American Society for Microbiology ("ASM")
Cleveland Engineering Society ("CES")
Greater Akron Chamber
Member: Legislative Affairs Committee
Cleveland Council on World Affairs
Ohio Lobbying Association
Cleveland Council on World Affairs
City Club of Cleveland

Social Memberships

Mayfield Country Club — South Euclid, Ohio
Union Club — Cleveland, Ohio
Capital Hill Club — Washington, D.C
Ocean Reef Club — Key Largo, Florida
Harbour Ridge Yacht & Country Club — Stuart, Florida
The Hanger — Beachwood, Ohio
Harbour Reef Yacht and Country Club — Palm City, Florida

Personal

Married: Nancy Frisbie
Three married sons - five grandchildren

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BUSINESS REFERENCES

Evan R. Corns, President & CEO (Retired)
America's Body Company ("ABC") - Cleveland, Ohio, 440/247-7645

ABC was founded in 1981 by Mr. Corns and grew to sales in 1999 in excess of \$175 million, when it was sold to a financial buyer for \$77 million. Mr. Clark has served on the Board of Directors from its inception.

He has been of counsel and an operative to Mr. Corns in ABC's corporate development program and, specifically, three principal acquisitions made to support the cornerstone of the starting organization.

Mr. Clark has also been a close advisor and assistant to Mr. Corns on succession planning, financing strategy, and organizational development of the Company.

Ambassador Richard L. Morningstar
U.S. Ambassador to the European Union (Clinton Administration) Brussels, Belgium

In 1992, Ambassador Morningstar, was the President and CEO of Costar, Inc., a \$95-million NASDAQ listed company. Mr. Clark was engaged to deploy a corporate development program based upon the strategy of acquiring a major competitor in the laboratory plasticsware field. Corning's laboratory plastics products business was of similar size and became the prime target. However, as a result of the negotiations started by Mr. Clark with Corning, a turnaround interest ensued. In September 1993, Costar was merged into Corning. The \$91 million transaction was orchestrated by Mr. Clark.

William P. Ritchie, Esq., Managing Partner/Chicago Office
Jones Day -- Chicago, Illinois

Mr. Ritchie is principal partner in the corporate practices of Jones Day, one of the nation's largest law firms. During the period of 1968 to 1976, Mr. Ritchie worked with Mr. Clark, who was executive vice president of The Mogul Corporation (a NASDAQ company with sales of \$85 million), on effecting numerous acquisitions, mergers and divestitures of companies, stock offerings and debt financing. In 1976, Mogul was merged into The Dexter Corporation (NYSE, \$400 million sales) where Mr. Clark became a member of the management committee. He and Mr. Ritchie were responsible for effecting the merger valued at \$350 million which was accounted for as a tax-free pooling of interests. Together they continued to work on a number of Dexter corporate acquisition programs and debt financing, and in particular the merger of BRL (Bethesda Research Laboratories) which created the spin-off of Life Technologies, Inc. (LTI), of which Mr. Clark became CEO. LTI (now Invitrogen) is one of the premier BioTech (supply side) NASDAQ listed companies.

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Business References (cont'd)

Christopher IL Coburn
Executive Director
New Enterprise, Inc. — Cleveland Clinic Foundation

Mr. Coburn is a nationally recognized authority in the field of technology transfer and commercialization for federal laboratory and university environment. Messrs. Clark and Coburn worked very closely from 1994 through 2000 in the Battelle Cleveland office putting in place the technology transfer intermediaries to become a most effective organization.

"Charlie's contacts, knowledge of financing and how a corporate structure works were invaluable in helping us create the organization to service NASA, EPA and other Battelle "clients".

Luis M. Proenza, PhD
President
The University of Akron

"Charlie's wealth of extensive experience in academia, industry, local, state and federal government have been invaluable to our strategic deployment of the University's expertise. His political and practicality instincts are a constant source of direction as we expand our PR and funding support efforts."

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CAREER HIGHLIGHTS

- Pioneer of the BioTech Industry
- Participated in a number of developments in Cell Culture techniques and products. Considered the founder of the principal protein nutrient -- Fetal Bovine Serum
- Founder and CEO of the premier supplier of biological products for the worldwide BioTech and BioProcess industries
- Broad expertise in corporate finance activities, mergers and acquisitions, public offerings and financial public relations
- Knowledgeable operative in public administration arenas and legislative and executive advocacy for initiatives on behalf of private and public clients
- Experienced in technology transfer process from universities public and private laboratories into entrepreneurial commercialization
- Extensive background in P&L responsibility of growing business
- A recognized authority on the modus operandi of the Venture Capital industry having the perspective of "hands-on" of such funding in numerous financings starting 1980's BioTech boom
- Global vision having traveled the world and established business associations and subsidiary operations in numerous national cultures
- As Vice Chairman of the Board of Trustees of St.Luke's Hospital Medical Center, Mr. Clark also served as Chairman of the Investment Committee, and oversaw the investment of Pension Plan Assets, Endowment and Board designated funds from 1992 through 1997. During that period he revamped the investment policy and built the Fund value to \$180 million
- A knowledgeable political operative with extensive experience and contacts on the county, state and national levels.