

VIEWPOINT CORP  
Form 8-K  
November 02, 2007

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)  
October 31, 2007

VIEWPOINT CORPORATION  
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>0-27168</u>	<u>95-4102687</u>
(state or other juris- diction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

<u>498 Seventh Avenue, Suite 1810, New York, NY</u>	<u>10018</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (212) 201-0800

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))
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## **Item 2.01 Completion of Acquisition**

On October 31, 2007, Viewpoint Corporation (["Viewpoint"]) completed its previously announced acquisition of all of the outstanding partnership interests of Springbox, Ltd. (["Springbox"]).

Pursuant to a Purchase Agreement, dated as of October 18, 2007 by and among Springbox GP, LLC, the limited partners set forth on Schedule A attached thereto and Viewpoint (the ["Purchase Agreement"]), Viewpoint issued an aggregate of 714,286 shares of Viewpoint common stock to the partners of Springbox and paid \$4,950,000 in cash, in exchange for all of the outstanding partnership interests of Springbox.

The amount of cash payable by Viewpoint is subject to adjustment based on the net book value of Springbox as of the closing date of the acquisition and (ii) the subsequent receipt by Viewpoint of accounts receivable outstanding on the closing date of the acquisition. To the extent the net book value as of the closing date is greater than \$1.3 million, Viewpoint is required to pay additional funds to the sellers and to the extent that the net book value of Springbox as of the closing date is less than \$1.3 million, the sellers are required to pay Viewpoint the difference. In addition, the sellers of Springbox are entitled to an EBITDA based earnout. Viewpoint has the option to pay shares of common stock or the fair market value of such shares in order to satisfy any obligations pursuant to the earnout.

The foregoing is a summary of the terms of the Purchase Agreement and does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which has been filed as Exhibit 2.1 to Viewpoint's Amendment No. 1 to Current Report on Form 8-K, filed on October 19, 2007 and is incorporated herein by reference.

Viewpoint issued a press release announcing the completion of the acquisition on November 2, 2007. A copy of the press release is attached hereto as Exhibit 99.1.

## **Item 3.02 Unregistered Sale of Equity Securities**

In connection with the closing of the acquisition, on October 31, 2007 Viewpoint issued 714,286 shares of Viewpoint common stock to Dan Isaacs, Larry Isaacs, Adam Moore and Gary Moore, each an accredited investor as defined under Rule 501 of Regulation D. The shares were issued pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the ["Securities Act"]) pursuant to Rule 506 of Regulation D and/or Section 4(2) of the Securities Act.

## **Item 9.01 Exhibits**

(c) Exhibits

2.1 Purchase Agreement, dated as of October 18, 2007 by and among Springbox GP, LLC, the limited partners set forth on Schedule A

attached thereto and Viewpoint Corporation (previously filed as Exhibit 2.1 to Viewpoint's Amendment No. 1 to Current Report on Form 8-K, filed October 19, 2007).

99.1 Press release issued by Viewpoint Corporation on November 2, 2007.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIEWPOINT CORPORATION

/s/ Christopher C.  
Duignan  
Christopher C.  
Duignan  
Chief Financial  
Officer

Dated: November 2, 2007

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ssociates, Inc., a Washington - 2 - D.C. based international advisory firm. He served as Secretary of State (1981-82), President and Chief Operating Officer of United Technologies Company (1978-81), and Supreme Allied Commander in Europe (1974-79). Before that, he was White House Chief of Staff, Vice Chief of Staff, Vice Chief of Staff of the U.S. Army, and Deputy National Security Advisor. Mr. Haig currently serves on the Board of Directors of MGM Mirage, Inc.; Indevus Pharmaceuticals, Inc.; SDC International, Inc.; and Metro-Goldwyn-Mayer, Inc. He is also the host of his own weekly television program, "World Business Review." STEVE H. KANZER, C.P.A., ESQ., 39, currently serves as our non-employee Vice Chairman after having served as our Interim President from June 30, 2002 through January 4, 2003 and as a member of the Board of Directors since 1996. Since December 2000, he has served as Chairman of Accredited Ventures Inc. and Accredited Equities Inc., a venture capital and NASD member investment banking firm respectively specializing in the biotechnology industries. He also serves as President of several private biotechnology companies, including, CD4 Biosciences, Inc., Developmental Therapeutics, Inc. and Solovax, Inc. He was a co-founder of Paramount Capital, Inc. in 1991 and served as Senior Managing Director-- Head of Venture Capital of Paramount Capital until December 2000. While at Paramount Capital, Mr. Kanzer was involved in the formation and financing of numerous biotechnology companies, including Corporate Technology Development, Inc. (CTD) Mr. Kanzer was Chief Executive Officer of CTD from 1997 until its acquisition by us in November 2001. From 1993 until 2003, he was a member of the board of directors of Atlantic Technology Ventures, Inc. a public biotechnology company. From 1995 until June 1999, Mr. Kanzer was a founder and Chairman of the Board of Discovery Laboratories, Inc., a public biotechnology company. From 1997 until December 2000, Mr. Kanzer was President of PolaRx Biopharmaceuticals, Inc., a private pharmaceutical company developing arsenic trioxide as a treatment for acute leukemia. PolaRx was subsequently acquired by Cell Therapeutics, Inc., a public biotechnology company, which currently markets arsenic trioxide under the name Trisenox(R). Prior to joining Paramount Capital in 1991, Mr. Kanzer was an attorney at the law firm of Skadden, Arps, Slate, Meagher & Flom in New York, where he specialized in mergers and acquisitions. Mr. Kanzer is a member of the Licensing Executive Society and has served as the Co-Chair of its New York Chapter. Mr. Kanzer received his J.D. from New York University School of Law and B.B.A. in Accounting from Baruch College. RALPH M. ELLISON, M.D., M.B.A., 41, became our Chief Executive

Officer and President in March 2003. He was a co-founder, Chief Executive Officer and Director of PolaRx Biopharmaceuticals, Inc., an oncology focused drug development company that developed Trisenox(R) (arsenic trioxide) for the treatment of cancer. Following the successful completion of PolaRx's pivotal phase III clinical trial, PolaRx was acquired by Cell Therapeutics, Inc., a public biopharmaceutical company based in Seattle, Washington. During his tenure as the Chief Executive Officer of PolaRx, Dr. Ellison was responsible for all aspects of PolaRx's drug development program from IND filing through the end of phase III testing. Trisenox(R) currently holds the record as the fastest drug developed and approved by the FDA. Dr. Ellison then worked closely with Cell Therapeutics during the preparation and filing of the new drug application for Trisenox(R), which was ultimately approved by the FDA for the treatment of relapsed acute promyelocytic leukemia, a life-threatening cancer of the blood. Trisenox(R) is currently in clinical trials to treat more than 10 types of cancer, including multiple myeloma, myelodysplasia and chronic myeloid leukemia. Prior to founding PolaRx, Dr. Ellison started and ran a contract research organization, which was a division of RTL, Inc., a drug testing facility based in New York. At RTL he spent five years designing, implementing and completing clinical trials for both large and small pharmaceutical companies. Dr. Ellison's experience includes the development of anticancer compounds, antifungals, analgesics, anti-inflammatories, antibiotics and drug delivery systems Dr. Ellison holds a degree of Doctor of Medicine from the University of the Witwatersrand in South Africa and a Masters of Business Administration from the University of Cape Town South Africa. LARRY J. KESSEL, M.D., 48, is president of a five physician practice specializing in Internal Medicine and Geriatrics since 1984. He graduated Magna Cum Laude with a B.S. degree from the University of Pittsburgh as an honors major in Biology and subsequently graduated with an MD degree from Temple Medical School. He completed a formal residency in Internal Medicine at Abington Memorial Hospital, and is board certified in Internal Medicine, with added qualifications as a diplomat in Geriatric Medicine. He is an active staff attending and Clinical Instructor at Chestnut Hill Hospital (University of Pennsylvania affiliate) and Roxborough Memorial Hospital in Philadelphia Pennsylvania. Dr Kessel is a Board Reviewer for the American Board of Internal Medicine, as well as a fellow of the American College of Physicians. He also serves on the advisory board of Independence Blue Cross. Dr. Kessel Presently serves as a director to Cypress Biosciences, Inc of San Diego, California and NovaDel Pharma Inc. of Flemington, New Jersey. He previously served on the Board of Genta Inc. ARTHUR ASHER KORNBLUTH, 42, is a Board Certified Gastroenterologist and Associate Clinical Professor of Medicine at Mount Sinai Medical Center and School of Medicine in New York City, an internationally recognized leading center in the clinical research and management of inflammatory bowel disease. Dr. Kornbluth is an active clinical investigator and practicing clinician, with a large practice specializing in the management of patients with complex inflammatory bowel disease. He has published extensively in peer-reviewed journals regarding the pharmacologic and biologic treatments of inflammatory bowel disease. He is the author of several book chapters regarding the diagnosis and management of inflammatory bowel disease. He is the principal author of the American College of Gastroenterology's "Ulcerative Colitis Practice Guidelines in Adults." He has taught and lectured - 3 - extensively throughout the United States and has received numerous awards as a medical educator. Dr. Kornbluth received his undergraduate degree from Brooklyn College and his medical degree from Downstate Medical Center. He completed his postgraduate training in internal medicine at the Albert Einstein College of Medicine, where he was chosen as chief medical resident. He performed his gastroenterology fellowship at the Mount Sinai Medical Center in New York City. He is a member of the American Gastroenterology Association, the American College of Gastroenterology and the Alpha Omega Alpha Honor Medical Society, for which he was selected as both an educator and clinician at the Mount Sinai School of Medicine. He is a member of the Crohn's and Colitis Foundation of America and that foundation's Clinical Research Alliance, has served on their Clinical Trials Protocol Review Committee and currently serves on the Clinical Research Agenda Task Force. EVAN MYRIANTHOPOULOS, 38, is currently the President of CVL Advisors, LLC, a financial consulting firm he founded that specializes in the biotechnology sector. Before founding CVL Advisors, Mr. Myriantopoulos was a co-founder of Discovery Laboratories, Inc., a public specialty pharmaceutical company developing respiratory therapies. While at Discovery, Mr. Myriantopoulos held the positions of Chief Financial Officer and Vice President of Finance. Before co-founding Discovery, Mr. Myriantopoulos was a Technology Associate at Paramount Capital Investments, L.L.C., a New York City based biotechnology venture capital and investment banking firm. PAUL D. RUBIN, M.D., 49, has served as a member of the Board of Directors since November 1997. Dr. Rubin is currently the Chief Executive Officer and President of Critical Therapeutics, Inc., a private pharmaceuticals company. Prior to joining Critical Therapeutics in 2002, Dr. Rubin served as Executive Vice President for Drug Development at

Sepracor, Inc., having previously been Senior Vice President of Sepracor since 1996. He is responsible for managing research and development programs for Sepracor's improved chemical entities portfolio, which includes the management of discovery research, regulatory, clinical, preclinical and project management teams. Dr. Rubin has also played a key role in the evaluation of external technology and licensing opportunities. From 1993 to 1996, Dr. Rubin was the Vice President and Worldwide Director of Early Clinical Development and Clinical Pharmacology at Glaxo Wellcome. Prior to joining Glaxo, Dr. Rubin held various executive research positions at Abbott Laboratories. Dr. Rubin received his M.D. from Rush Medical College in Chicago and completed his residency in Internal Medicine at the University of Wisconsin Hospitals and clinics in Madison, Wisconsin. PETER SALOMON, M.D., F.A.C.G., 43, is a Board Certified gastroenterologist and has been in private practice with Gastroenterology Associates of South Florida for the last 11 years. An active clinical researcher in the treatment of Crohn's disease, Dr. Salomon has treated several thousand patients suffering from inflammatory bowel disease. Dr. Salomon has authored numerous peer-reviewed publications on the subject of Crohn's disease and is co-author of the chapter of a leading gastroenterology textbook, Sleisinger & Fordtran's Gastrointestinal & Liver Diseases. Dr. Salomon received his undergraduate degree from New York University in 1981 and his Medical Degree from New York University in 1985. Dr. Salomon received his training in Internal Medicine and Gastroenterology at The Mount Sinai Hospital in New York, where he also held a grant from the Crohn's and Colitis Foundation to perform research in inflammatory bowel disease. Dr. Salomon has previously been a member of the Board of Directors of Genta Inc. and PolaRx and has been a scientific advisor to Cypress Biosciences Inc.

**RECOMMENDATION OF THE BOARD OF DIRECTORS** The Board of Directors recommends that you vote "FOR" the election of all of the nominees listed above. - 4 -

**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE** We are required to identify each person who was an officer, director or beneficial owner of more than 10% of our Common Stock during our most recent fiscal year and who failed to file on a timely basis reports required by Section 16(a) of the Securities Exchange Act of 1934. Based solely on our review of the copies of such reports received by us, and representatives from certain reporting persons, we believe that, during the year ended December 31, 2002, our directors, executive officers and beneficial owners of more than 10% of our Common Stock complied with all such filing requirements applicable to them, except that (a) William Milling filed one late Form 3 and one late Form 4 reporting one transaction; (b) Steve Kanzer filed one late Form 4 reporting one transaction; (c) Peter Salomon filed one late Form 4 reporting one transaction; (d) Paul Rubin filed one late Form 4 reporting one transaction; (e) Larry Kessel filed one late Form 4 reporting one transaction and (f) Arthur Asher Kornbluth filed one late Form 4 reporting one transaction.

**BOARD AND COMMITTEE MEETINGS** During the year ended December 31, 2002, the Board of Directors held 12 meetings. During 2002, each of the current members of the Board of Directors attended at least 75 percent of all of the Board meetings, while a director, and meetings of the committees on which he served, while a member of those committees. In addition to formal meetings, the Board of Directors and the members of the Audit and Compensation Committees conferred frequently on an informal basis. The Compensation Committee of the Board of Directors determines the salaries and incentive compensation of our officers and provides recommendations for the salaries and incentive compensation of our other employees and consultants. The Compensation Committee also administers various incentive compensation, stock and benefit plans. Dr. Salomon and Dr. Kessel are currently the Compensation Committee members, with Dr. Salomon serving as Chairman. The Compensation Committee held two meetings during 2002. The Audit Committee of the Board of Directors reviews, acts on and reports to the Board of Directors with respect to various auditing and accounting matters, including the selection of our independent auditors, the scope of the annual audits, fees to be paid to the auditors, the performance of auditors and our accounting practices. Messrs. Kanzer and Myriantopoulos were for the fiscal year ended December 31, 2002, and currently are, the Audit Committee members, with Mr. Myriantopoulos serving as Chairman. Messrs. Kanzer and Myriantopoulos are independent as defined by Section 121(A) of the American Stock Exchange's listing standards; and the Board of Directors believes that each of these individuals has the requisite financial skills and experience to discharge his obligations as a member of the Audit Committee. The Audit Committee held four meetings during 2002.

**REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS** The Audit Committee exercises oversight responsibilities regarding the quality and integrity of our accounting, auditing and financial reporting practices. In discharging its oversight responsibilities regarding the audit process for the year ended December 31, 2002, the Audit Committee: o reviewed and discussed the audited financial statements with management and with Ernst and Young LLP, our independent auditors; o discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No.

61 as amended; - 5 - o reviewed the selection, application and disclosure of our critical accounting policies pursuant to SEC Financial Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies;" and o reviewed the written disclosures and the letter from the independent auditors required by the Independence Standards Board's Standard No. 1, and discussed with the independent auditors any relationships that may impact their objectivity and independence. Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-KSB for the fiscal year ended December 31, 2002, as filed with the SEC. The Audit Committee has considered and determined that the level of fees of Ernst and Young LLP for provision of services other than the audit services is compatible with maintaining the auditor's independence. The Audit Committee has approved the appointment of Ernst and Young LLP as our auditors of our financial statements for the year ending December 31, 2003.

The Audit Committee Members Steve H. Kanzer Evan Myriantopoulos EXECUTIVE COMPENSATION The following table contains information concerning the compensation paid during the fiscal years ended December 31, 2000, 2001 and 2002 to the two persons who served as our Chief Executive Officers during 2002, and the other two other most highly compensated (based on combined salary and bonus) persons who served as executive officers during the year (who we collectively refer to as the Named Executive Officers). SUMMARY COMPENSATION TABLE ANNUAL LONG-TERM COMPENSATION COMPENSATION AWARDS -----

----- NAME AND PRINCIPAL SECURITIES POSITION YEAR SALARY(\$) BONUS UNDERLYING ALL OTHER OPTIONS (#) COMPENSATION(\$) -----

----- Steve H Kanzer 2002 -- -- 250,000 -- Interim President (1) Dr. Colin Bier 2002 103,124 47,948 -- 152,066 Chairman and Chief 2001 24,863 -- 700,000 -- Executive Officer(2) Michael S. Rosen 2002 116,691 -- 160,000 266,050 President, Chief 2001 254,600 -- -- -- Operating Officer(3) 2000 249,600 -- -- -- Panos Constantinides 2002 90,099 -- 60,000 114,646 Vice President of 2001 163,000 -- -- -- Research and Development(4) - 6 - (1) Mr. Kanzer assumed the role of Interim President from June 31, 2002 through January 4, 2003 without salary. Mr. Kanzer received options to purchase 250,000 shares of Common Stock in connection with his role as a director. (2) Dr. Bier joined our company in November 2001 and resigned on June 15, 2002. (3) Mr. Rosen resigned from our company on June 14, 2002. (4) Mr. Constantinides joined our company in February of 2001, and resigned in July 2002. The following table contains information concerning options granted to our Named Executive Officers during the year ended December 31, 2002. No SARs were granted during 2002. OPTION GRANTS IN LAST FISCAL YEAR PERCENTAGE OF TOTAL NUMBER OF OPTIONS GRANTED TO EXERCISE SECURITIES UNDERLYING EMPLOYEES PRICE EXPIRATION OPTIONS GRANTED (#) IN FISCAL YEAR(1) (\$/SHARE)(2) DATE -----

----- Steve Kanzer(3) 250,000 30.5% 0.20 10/23/12 Colin Bier -- -- -- -- Michael S. Rosen -- -- -- -- Panos P. Constantinides(4) 30,000 0.8% 1.29 10/31/02 (1) Based on options to purchase an aggregate of 821,000 shares of our Common Stock granted to employees in the year ended December 31, 2002, including all options granted to our named executive officers in all capacities. (2) The exercise price of each grant is equal to the fair market value of our Common Stock on the date of the grant. (3) Mr. Kanzer's options were fully vested on the date of the grant. (4) Mr. Constantinides' options were granted as compensation for his services to us in all capacities and expired on October 31, 2002, 90 days after the termination of his employment. The following table sets forth information concerning stock options held as of December 31, 2002 by each of the Named Executive Officers. None of the Named Executive Officers exercised any options during 2002. There were no SARs exercised in, or outstanding at the end of, 2002. FISCAL YEAR-END OPTION VALUES NUMBER OF SECURITIES VALUE OF UNEXERCISED UNDERLYING UNEXERCISED IN-THE-MONEY OPTIONS OPTIONS AT 12/31/02 (#) AT 12/31/02 (\$) (1) -----

----- NAME EXERCISABLE/UNEXERCISABLE EXERCISABLE/UNEXERCISABLE -----

----- Steve Kanzer 666,800/-- 50,000/-- Colin Bier 213,572/-- --/-- Michael S. Rosen 835,000/-- --/-- Panos P. Constantinides --/-- --/-- 7 - (1) Based on the difference between the closing price for our Common Stock on December 31, 2002 of \$0.47, as reported on the American Stock Exchange, and the exercise prices of outstanding options. EMPLOYMENT AND SEVERANCE AGREEMENTS Following the implementation of our restructuring plan, we entered into Separation and General Release Agreements with Dr. Colin Bier, our former Chairman and Chief Executive Officer, and Michael S. Rosen, our former President and Chief Operating Officer. Under these agreements, our former executives immediately received six month's severance pay, and any options to purchase our Common Stock held by these

executives which were not vested at the time of termination immediately became vested, and the options remained exercisable for one year following the execution of the separation agreements. Each of the terminated executives were also entitled to receive six additional months of severance pay beginning six months after termination, however this severance was offset by any earnings the executives received from other sources. On September 20, 2002, we entered into a letter agreement with William Milling, CPA, our Controller, Corporate Secretary and Treasurer. Under this agreement, we agreed to pay Mr. Milling a base salary of \$95,000 per year and we granted Mr. Milling options to purchase 200,000 shares of our Common Stock vesting over three years. On October 7, 2002, we entered into a letter agreement with Robin Simuncak, our Director of Clinical Affairs. Under the this agreement, we agreed to pay Ms. Simuncak a base salary of \$90,000 per year and we granted Ms. Simunceck options to purchase 100,000 shares of our Common Stock, vesting over three years. On December 10, 2002, we entered into a letter agreement with Robert N. Brey, Ph.D., our Vice President of Research and Development. Under this agreement, we agreed to pay Dr. Brey a base salary of \$155,000 per year and we granted Dr. Brey options to purchase 100,000 shares of our Common Stock, vesting over three years. During March 2003, we entered into a three year employment agreement with Ralph M. Ellison M.D., M.B.A. Pursuant to this Employment Agreement we agreed to pay Mr. Ellison a base salary of \$200,000 per year as well as a bonus of 30% of his base salary. Upon the completion of an equity financing of at least \$1,000,000, Dr. Ellison would receive an increase in base salary to \$300,000 per year. In addition, we agreed to issue options to purchase 2,000,000 shares of our Common Stock, with one third immediately vesting and the remainder vesting over three years. Upon termination without "just cause" as defined by this agreement, we would pay Dr. Ellison six months severance, as well as any unpaid bonuses and all unvested options would immediately become vested. AGREEMENT WITH DIRECTOR On December 23, 2002, we entered into a letter agreement with Alexander M. Haig, Jr. to serve as the Chairman of our Board of Directors. We agreed to pay Mr. Haig a retainer of \$50,000 per year for consulting services, and issue him options to purchase 2,000,000 shares of our common stock. DIRECTOR COMPENSATION Directors who are compensated as full-time employees receive no additional compensation for service on our Board of Directors or its committees. During 2002, each director who was not a full-time employee was paid \$1,000 for each board or committee meeting attended (\$500 if attended telephonically). This rate applied until the October 23, 2002 Board meeting. At that meeting, the rate was changed to \$2,000 per meeting for each meeting attended (\$1,000 if attended telephonically). - 8 - We maintain a stock option grant program pursuant to the nonqualified stock option plan, whereby members of our Board of Directors who are not full-time employees receive an initial grant of fully vested options to purchase 50,000 shares of Common Stock, and subsequent yearly grants of fully vested options to purchase 50,000 shares of Common Stock after re-election to our Board of Directors. In addition, each member of the Board of Directors received a one-time grant of fully vested options to purchase 100,000 shares of Common Stock on October 23, 2002. In 2002, Mr. Haig received, instead of the regular initial grant, options to purchase an aggregate of 2,000,000 shares of our Common Stock, of which options to purchase 900,000 shares of Common Stock are subject to stockholder approval of the amendment to our option plan at the Annual Meeting, in connection with our retention of him as Chairman of the Board. In addition, Mr. Kanzer also received additional options to purchase 100,000 shares of Common Stock in consideration for his service as our interim President during 2002, and Mr. Haig will receive an additional \$50,000 a year for consulting services outside of his service as Chairman of the Board. (See "Proposal 3. Proposal to Amend the 1995 Stock Incentive Plan.") RELATED PARTY TRANSACTIONS In December 2002, we completed a private placement of 3,093,569 shares of our Common Stock and warrants to purchase 1,546,789 shares of our Common Stock. In this private placement we received total proceeds of \$1,082,750. Purchasers in this private placement included David M. Kent, our former Chief Executive Officer and President, Ralph M. Ellison our current President Chief Executive Officer and a member of our Board of Directors, and Steve H. Kanzer, Lawrence Kessel and Peter Salomon, each of whom is a member of our Board of Directors. In addition, we issued warrants to purchase 463,073 shares of our Common Stock to certain individuals and entities, including warrants to purchase 80,913 shares of our Common Stock to Mr. Kanzer, in consideration for placement services he rendered in connection with this private placement. In connection with our 2002 private placement, Evan Myriantopoulos, a member of or Board of Directors, acted as a placement agent, introducing certain investors to us. For these services, we paid Mr. Myriantopoulos \$15,375 in cash compensation and issued to him warrants to purchase 65,454 shares of Common Stock. SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT The table below provides information regarding the beneficial ownership of the Common Stock and Series B Convertible Preferred Stock as of June 14, 2003. The table reflects ownership by: (1) each person or entity





immediately issuable upon the exercise of warrants until December 31, 2007. Excludes 833,750 shares of Common Stock issuable upon the exercise of option within 60 days of June 14, 2003 issued pending stockholder approval of the amendment to the 1995 Omnibus Incentive Plan at the Annual Meeting. The address of Mr. Ellison is 28101 N. Ballard Drive, Suite F, Lake Forest, IL 60045. (11) Includes 204,000 shares of Common Stock immediately issuable upon the exercise of option within 60 days of June 14, 2003. The address of Mr. Rubin is c/o Critical TheraPeudics, 675 Massachusetts Ave., 14th Floor, Cambridge, MD 02139. (12) Includes 150,000 shares of Common Stock immediately issuable upon the exercise of option within 60 days of June 14, 2003. The address of Mr. Kornbluth is c/o Mt. Sinai Medical Center, 1751 York Avenue, New York, NY 10178. (13) Includes 150,000 shares of Common Stock immediately issuable upon the exercise of option within 60 days of June 14, 2003 and 65,454 shares of Common Stock immediately issuable upon the exercise of warrants until December 31, 2007. The address of Mr. Myriantopoulos is c/o CVL Advisors 305 Fifth Avenue, Suite 5411, New York, NY 10018. (14) Includes 150,000 shares of Common Stock immediately issuable upon the exercise of option within 60 days of June 14, 2003 and 5,000 shares immediately issuable upon the exercise of warrants exercisable until December 31, 2007. Excludes 150,000 shares of Common Stock issuable upon exercise options issued pending stockholder approval of the amendment to the 1995 Omnibus Incentive Plan at the Annual Meeting. The address of Peter Salomon is c/o Gastroenterology Consultants, 951 N.W. 13th St., Boca Raton, FL 33486. (15) Includes 150,000 shares of Common Stock immediately issuable upon the exercise of option within 60 days of June 14, 2003 and 21,429 shares immediately issuable upon the exercise of warrants exercisable until December 31, 2007. Excludes 150,000 shares of Common Stock issuable upon exercise options issued pending stockholder approval of the amendment to the 1995 Omnibus Incentive Plan at the Annual Meeting. The address of Mr. Kessel is 4114 Hain Drive, Lafayette Hill, PA 19444-1514. (16) Mr. Bier, Mr. Rosen, and Mr. Constantinides no longer work for us, and have no beneficial ownership of any shares of common stock or options exercisable within 60 days. (17) Pharmainvestors, LLC, is a limited liability company incorporated under the laws of Nevis, the sole member of which is an irrevocable trust of which Steve H. Kanzer is a beneficiary, but over which he has no control. Henry Schwartz is the sole trustee of the irrevocable trust. The shares beneficially owned by Pharmainvestors, LLC consist of 688,809 shares of Common Stock and 142,857 shares of Common Stock immediately issuable upon the exercise of warrants. Mr. Kanzer disclaims beneficial ownership of all such shares.

**EQUITY COMPENSATION PLAN INFORMATION** As of December 31, 2002, we maintained our 1995 Amended and Restated Omnibus Incentive Plan, which was approved by our stockholders. In December 2002, our Board of Directors approved an amendment to our 1995 Plan to increase the number of shares available for issuance under the 1995 Plan to 11,000,000 and increase the maximum number of shares for which any participant may receive options or separately exercisable stock appreciation rights in the aggregate per calendar year under the 1995 Plan to 2,500,000, subject to stockholder approval. In June 2003, our Board of Directors modified the amendment to the 1995 Plan, to reduce the maximum number of shares available for issuance under the 1995 Plan to 10,000,000, subject to stockholder approval of the amendment at the Annual Meeting. Because this amendment, and options issued based upon that amendment, are subject to stockholder approval, the additional shares and those options are included in the category "Equity Compensation Plans Not Approved by Security Holders." (a) (b) (c) Number of securities remaining available for Number of securities to be Weighted--average future issuance under issued upon exercise of exercise price of equity compensation plans outstanding options, outstanding options, (excluding securities Plan Category warrants and rights warrants and rights reflected in column (a)) -----

-----	Equity compensation plans	4,708,257	\$0.95	0	approved by security holders	Equity compensation
-----	plans not	1,355,580	\$0.35	5,600,000	approved by security	- 11 - holders Total
-----						6,063,837 \$0.82 5,600,000

For further information regarding the 1995 Plan, see "Proposal 3. Proposal to Amend the 1995 Stock Incentive Plan."

**PROPOSAL 2 PROPOSAL TO AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES GENERAL** Our Amended and Restated Certificate of Incorporation currently authorize the issuance of 50,000,000 shares of Common Stock. In June 2003, the Board of Directors adopted a resolution proposing that the Amended and Restated Certificate of Incorporation be amended to increase the authorized number of shares of Common Stock to 100,00,000 shares, subject to stockholder approval of the amendment. No changes will be made to the number of authorized shares of our preferred stock. The proposed Charter Amendment to the Restated Certificate of Incorporation will be effected by amending paragraph A. of Article FOURTH thereof to read in full as follows: "A. Authorization The total number of shares of all classes of stock which we shall have authority to issue is 105,000,000 consisting of 100,000,000 shares of Common Stock, par value \$.001

per share (the "Common Stock"), and 5,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock"). The Board may divide the Preferred Stock into any number of series, fix the designation and number of shares of each such series, and determine or change the designation, relative rights, preferences, and limitations of any series of Preferred Stock. The Board (within the limits and restrictions of any resolutions adopted by it originally fixing the number of any shares of any series of Preferred Stock) may increase or decrease the number of shares initially fixed for any series, but no such decrease shall reduce the number below the number of shares then outstanding and shares duly reserved for issuance." PURPOSE OF THE CHARTER AMENDMENT As of June 16, 2003 we had 27,393,182 shares of Common Stock outstanding. In addition, as of such date, 764,961 shares reserved for future option grants and 7,143,326 shares reserved for issuance upon exercise of presently outstanding options under the Amended and Restated 1995 Stock Incentive Plan. Based upon the foregoing number of outstanding and reserved shares of Common Stock, we have 7,942,067 shares remaining available for other purposes. The proposed increase in the number of shares available for issuance under the Certificate is intended to provide the Board of Directors with authority, without further action of the stockholders, to issue the additional shares of Common Stock, from time to time in such amounts as the Board of Directors deems necessary. While we believe our current cash position will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the near future, we may decide to seek additional capital through the sale of Common Stock and/or securities convertible into or exercisable for Common Stock in the private and/or public equity markets to support a higher level of growth, to respond to competitive pressures, develop new products and services and support new strategic partnership expenditures. Without limitation of the foregoing, the additional shares may be issued in - 12 - connection with (1) private financings that we may seek to effect pursuant to exemptions from the registration requirements of the Securities Act and (2) strategic partnering transactions involving the issuance of securities pursuant to exemptions from the registration requirements of the Securities Act. In the absence of a proportionate increase in our earnings and book value, an increase in the aggregate number of outstanding shares of Common Stock caused by the issuance of the additional shares would dilute the earnings per share (including projected future earnings per share) and book value per share of all outstanding shares of our Common Stock. If such factors were reflected in the price per share of the Common Stock, the potential realizable value of a stockholder's investment could be adversely affected. An issuance of additional shares of Common Stock, could therefore have an adverse effect on the potential realizable value of a stockholder's investment. The holders of outstanding shares of Common Stock have no preemptive rights to purchase additional shares. The proposed increase in the authorized number of shares of Common Stock could have other effects on our stockholders, depending upon the exact nature and circumstances of any actual issuances of authorized but unissued shares. The increase could deter takeovers, in that additional shares could be issued (within the limits imposed by applicable law) in one or more transactions that could make a change in control or takeover of us more difficult. For example, additional shares could be issued by us so as to dilute the stock ownership or voting rights of persons seeking to obtain control. Similarly, the issuance of additional shares to certain persons allied with our management could have the effect of making it more difficult to remove our current management by diluting the stock ownership or voting rights of persons seeking to cause such removal. RECOMMENDATION OF THE BOARD OF DIRECTORS The Board of Directors recommends that you vote "FOR" the approval of the Charter Amendment. PROPOSAL 3 PROPOSAL TO AMEND THE 1995 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES Subject to the approval of stockholders at the Annual Meeting, in June 2002 the Board of Directors adopted an amendment to the DOR BioPharma, Inc. Amended and Restated 1995 Omnibus Incentive Plan, or 1995 Plan, which will have the following effects: (1) increase the number of shares of Common Stock issuable under the 1995 Plan by an additional 5,291,743 shares to an aggregate of 10,000,000 shares; and (2) To consider and approve an amendment to our Amended and Restated 1995 Stock Incentive Plan to increase the number of shares of Common Stock available for issuance under the 1995 Plan from 4,708,257 to 10,000,000 shares of Common Stock and increase from 750,000 to 2,500,000 the maximum number of shares of Common Stock for which any participant may receive options or separately exercisable stock appreciation rights in the aggregate per calendar year. Stockholder approval of this amendment is sought to (a) meet the requirements of the American Stock Exchange, (b) qualify awards under the 1995 Plan as performance-based compensation that is tax deductible without limitation under Section 162(m) of the Code, and (c) qualify certain stock options granted under the 1995 Plan as incentive stock options. As of June 16 2003, options to purchase a total of 3,943,326 shares of Common Stock were either (1) outstanding (excluding options granted subject to stockholder approval of the amendment to the Amended

and Restated 1995 Omnibus Incentive Plan) or (2) already been exercised under the 1995 Plan. As a result, 764,931 shares remained available for issuance under the 1995 Plan. Consequently, in June 2003, the Board of Directors adopted the Amendment to authorize - 13 - an additional 5,291,743 shares of Common Stock, representing approximately 16% of the shares of Common Stock outstanding as of June 16, 2003, for awards under the 1995 Plan. Since December 2002, we have granted (i) Mr. Haig options to purchase 900,000 shares of our Common Stock; (ii) Mr. Ellison options to purchase 2,000,000 shares of our Common Stock; (iii) Mr. Salomon options to purchase 150,000 shares of our Common Stock and (iv) Mr. Kessel options to purchase 150,000 shares of our Common Stock, each subject to stockholder approval of the amendment to the 1995 Plan. If stockholders do not approve this proposal, the grants to Mr. Haig, Mr. Ellison, Mr. Salomon, and Mr. Kessel will terminate. The 1995 Plan provides the Compensation Committee, which currently administers the Employee Plan, with the flexibility to award stock-based and performance-related incentives to our executive officers and other employees, as the Compensation Committee deems appropriate. We believe the amendment to increase the share reserve and increase the maximum aggregate annual award size per participant is necessary to assure that a sufficient reserve of Common Stock remains available for issuance under the 1995 Plan in order to allow us continue to utilize equity incentives to attract and retain the services of key individuals essential to our long-term growth and financial success. The increase the number of shares of Common Stock issuable under the 1995 Plan in any calendar year to one person in order to allow us continue to utilize equity incentives to attract and retain the services of key individuals essential to our long-term growth and financial success. We rely significantly on equity incentives in the form of stock option grants in order to attract and retain key employees and believe that such equity incentives are necessary for it to remain competitive in the marketplace for executive talent and other key employees. Option grants made to newly-hired or continuing employees will be based on both competitive market conditions and individual performance. The following is a summary of the principal features of the 1995 Plan, as most recently amended. Any stockholder who wishes to obtain a copy of the actual plan document may do so upon written request to us at 28101 Ballard Drive, Suite F, Lake Forest, Illinois 60045.

**EQUITY INCENTIVE PROGRAMS** The 1995 Plan consists of four separate equity incentive programs: (1) the Discretionary Option Grant Program, (2) the Salary Investment Option Grant Program, (3) the Automatic Option Grant Program for non-employee board members and (4) the Director Fee Option Grant Program for non-employee board members. The principal features of each program are described below. The Compensation Committee of the Board of Directors administers the Discretionary Option Grant Program, determines the calendar year or years in which the Salary Investment Option Grant Program will be in effect and selects the individuals who are to participate in such program. The Board of Directors may at any time appoint a secondary committee of one or more board members to have separate but concurrent authority with the Compensation Committee to make option grants under the Discretionary Option Grant Program to individuals other than our executive officers and non-employee Board members. All grants under the Salary Investment Option Grant, the Automatic Option Grant and the Director Fee Option Grant Programs are made in strict compliance with the express provisions of each such program. Neither the Compensation Committee nor any secondary committee exercises any administrative discretion under those programs. The term plan administrator, as used in this summary, means the Compensation Committee and any secondary committee, to the extent each such entity is acting within the scope of its administrative jurisdiction under the 1995 Plan.

**SHARE RESERVE** An aggregate of 10,000,000 shares of Common Stock has been reserved for issuance over the term of the 1995 Plan, including the increase of 5,291,743 shares of Common Stock that forms part of this - 14 - proposal. In addition, on the first trading day of each calendar year during the term of the 1995 Plan, the number of shares of Common Stock available for issuance under the 1995 Plan will automatically increase by an amount equal to one percent (1%) of the total number of shares of our Common Stock outstanding on the last trading day of the immediately preceding fiscal year. In no event will any such annual increase exceed 500,000 shares of Common Stock. As of June 16, 2003, 3,943,326 shares of Common Stock were either (i) subject to outstanding options under the 1995 Plan or (ii) shares of Common Stock that have been issued pursuant to the exercise of options granted under the 1995 Plan, and 764,931 shares of Common Stock remained available for future issuance, under the 1995 Plan. Subject to stockholder approval of the amendment, no participant in the 1995 Plan may receive option grants or separately exercisable stock appreciation rights for more than 2,500,000 shares of Common Stock in the aggregate per calendar year. The shares of Common Stock issuable under the 1995 Plan may be drawn from shares of our authorized but unissued shares of Common Stock or shares of Common Stock reacquired by us, including shares repurchased on the open market. In the event any change is made to the outstanding shares of Common Stock by

reason of any recapitalization, stock dividend, stock split, combination of shares, exchange of shares or other change in corporate structure effected without the receipt of consideration by us, appropriate adjustments will be made to: (1) the maximum number and/or class of securities issuable under the 1995 Plan, (2) the maximum number and/or class of securities by which the share reserve may increase annually under the automatic share increase reserve provisions, (3) the number and/or class of securities for which any one person may be granted options or separately exercisable stock appreciation rights per calendar year, (4) the number and/or class of securities for which automatic option grants are to be subsequently granted to eligible directors, and (5) the number and/or class of securities and the exercise price per share in effect under each outstanding option (including any options incorporated from the predecessor 1994 Non-Employee Stock Option Plan and Incentive Stock Option Plan which were incorporated into the 1995 Plan).

**ELIGIBILITY** Employees, non-employee board members and independent consultants in our service or it's the service of our parent and subsidiaries (whether now existing or subsequently established) are eligible to participate in the Discretionary Option Grant Program. Executive officers and other highly paid employees are also eligible to participate in the Salary Investment Option Grant Program. Participation in the Automatic Option Grant and Director Fee Option Grant Programs is limited to non-employee members of the board. As of June 16, 2003 three executive officers, seven non-employee board members and approximately 11 other employees and consultants were eligible to participate in the Discretionary Option Grant Program. The seven non-employee board members were also eligible to participate in the Automatic Option Grant and Director Fee Option Grant Programs.

**VALUATION** The fair market value per share of Common Stock on any relevant date under the 1995 Plan is deemed to be equal to the closing selling price per share on that date on a stock exchange where shares of our Common Stock are traded. On June 12, 2003, the fair market value per share determined on that basis was \$1.03.

**- 15 - DISCRETIONARY OPTION GRANT PROGRAM** The plan administrator has complete discretion under the Discretionary Option Grant Program to determine which eligible individuals are to receive option grants, the time or times when those grants are to be made, the number of shares subject to each such grant, the status of any granted option as either an incentive stock option or a non-statutory option under the federal tax laws, the vesting schedule (if any) to be in effect for the option grant and the maximum term for which any granted option is to remain outstanding. Each granted option must have an exercise price per share no less than 85% of the fair market value of the shares on the grant date unless otherwise determined by the plan administrator. No granted option may have a term in excess of 10 years, and the option will generally become exercisable in one or more installments over a specified period of service measured from the grant date. However, one or more options may be structured so that they will be immediately exercisable for any or all of the option shares. The shares acquired under immediately exercisable options will be subject to repurchase by us, at the exercise price paid per share, if the optionee ceases service with us prior to any required vesting in those shares. Upon cessation of service, the optionee will have a limited period of time in which to exercise any outstanding option to the extent exercisable for vested shares. The plan administrator will have complete discretion to extend the period following the optionee's cessation of service during which his or her outstanding options may be exercised and/or to accelerate the exercisability or vesting of such options in whole or in part. Such discretion may be exercised at any time while the options remain outstanding, whether before or after the optionee's actual cessation of service. The plan administrator is authorized to issue two types of stock appreciation rights in connection with option grants made under the Discretionary Option Grant Program: o Tandem Stock Appreciation Rights, which provide the holders with the right to surrender their options for an appreciation distribution from us equal in amount to the excess of (a) the fair market value of the vested shares of Common Stock subject to the surrendered option over (b) the aggregate exercise price payable for such shares (which appreciation distribution may, at the discretion of the plan administrator, be made in cash or in shares of Common Stock); and o Limited Stock Appreciation Rights, which may be granted to our officers as part of their option grants. Any option with such a limited stock appreciation right in effect may be surrendered to us upon the successful completion of a hostile takeover of us. In return for the surrendered option, the officer will be entitled to a cash distribution from us in an amount per surrendered option share equal to the excess of (a) the take-over price per share over (b) the exercise price payable for such share. The plan administrator also has the authority to effect the cancellation of outstanding options under the Discretionary Option Grant Program (and outstanding options incorporated from the predecessor 1994 Non-Employee Stock Option Plan and Incentive Stock Option Plan which were incorporated into the 1995 Plan) that have exercise prices in excess of the then-current market price of our Common Stock and to issue replacement options with an exercise priced on the market price of our Common Stock at the time of the new grant.

**SALARY INVESTMENT OPTION GRANT PROGRAM** The

Compensation Committee has complete discretion to implement the Salary Investment Option Grant Program for one or more calendar years and in selecting the executive officers and other - 16 - eligible individuals who are to participate in the program. As a condition to such participation, each selected individual must, prior to the start of the calendar year of participation, file with the Compensation Committee an irrevocable authorization directing us to reduce his or her base salary for the upcoming calendar year by a specified dollar amount not less than \$10,000 nor more than \$75,000 and to apply that amount to the acquisition of a special option grant under the program. Each selected individual who files such a timely election will automatically be granted a non-statutory option on or before the last trading day in January of the calendar year for which that salary reduction is to be in effect. The number of shares subject to each option will be determined by dividing the salary reduction amount by two-thirds of the fair market value per share of our Common Stock on the grant date. The exercise price will be equal to one-third of the fair market value of our Common Stock per share on the grant date. As a result, the total spread on the option shares at the time of grant (the fair market value of the option shares on the grant date less the aggregate exercise price payable for those shares) will be equal to the amount by which the optionee's salary is to be reduced for the calendar year. In effect, the salary reduction serves as an immediate prepayment, as of the time of the option grant, of two thirds of the then-current market price of the shares of Common Stock subject to the option. The option will become exercisable in a series of 12 equal monthly installments upon the optionee's completion of each month of service in the calendar year for which such salary reduction is in effect and will become immediately exercisable for all the option shares on an accelerated basis should we experience certain changes in ownership or control. Each option will remain exercisable for any vested shares until the earlier of (1) the expiration of the ten-year option term or (2) the end of the three-year period measured from the date of the optionee's cessation of service. We have not yet implemented the Salary Investment Option Grant Program.

**AUTOMATIC OPTION GRANT PROGRAM** Under the Automatic Option Grant Program, eligible non-employee board members receive a series of option grants over their period of board service. Each non-employee board member, at the time of his or her initial election or appointment to the board on or after this annual stockholders meeting, receives a non-statutory stock option grant for 50,000 shares of Common Stock. In addition, on the date of each annual stockholders meeting including this annual Meeting, each individual who is re-elected to serve as a non-employee board member is automatically granted an option to purchase 50,000 shares of Common Stock (provided such individual has served as a non-employee board member for at least six months). There is no limit on the number of such 50,000-share option grants any one eligible non-employee board member may receive over his or her period of continued board service. Each automatic grant has an exercise price per share equal to the fair market value per share of Common Stock on the grant date and has a maximum term of 10 years, subject to earlier termination following the optionee's cessation of board service. The shares subject to each initial 50,000 share automatic grant vest immediately. Each 50,000 share option is immediately exercisable for the option shares, and the shares acquired under the option are subject to repurchase by us at the option exercise price paid per share, upon the optionee's cessation of board service prior to vesting in those shares. The shares subject to each annual 50,000 share grant vest upon the completion of one year of board service measured from the option grant date. - 17 - Each outstanding automatic option grant will automatically accelerate and become immediately exercisable for any or all of the option shares as fully-vested shares upon certain changes in control or ownership of our Company or upon the optionee's death or disability while a member of the Board of Directors. Following the optionee's cessation of board service for any reason, each option will remain exercisable for a 12-month period and may be exercised during that time for any or all shares in which the optionee is vested at the time of such cessation of board service.

**DIRECTOR FEE OPTION GRANT PROGRAM** The Compensation Committee has complete discretion to implement the Director Fee Option Grant Program for one or more calendar years in which non-employee board members may participate. As a condition to such participation, each non-employee board member must, prior to the start of the calendar year of participation, file with our Treasurer an irrevocable authorization directing us to apply all or a portion of his or her cash retainer fee for the upcoming calendar year to the acquisition of a special option grant under the program. Each non-employee board member who files such a timely election will automatically be granted a non-statutory option on the first trading day in January of the calendar year for which that retainer fee election is to be in effect. The number of shares subject to each such option will be determined by dividing the amount of the retainer fee for the calendar year to be applied to the program by two-thirds of the fair market value per share of our Common Stock on the grant date. The exercise price will be equal to one-third of the fair market value of our Common Stock per share on the grant date. As a result, the total spread on the option shares at the time of grant (the fair market value of the option

shares on the grant date less the aggregate exercise price payable for those shares) will be equal to the portion of the retainer fee that optionee has elected to be applied to the program. In effect, the portion of the annual retainer fee otherwise payable in cash serves as an immediate prepayment, as of the time of the option grant, of two thirds of the then-current market price of the shares of Common Stock subject to the option. The option will become exercisable for 50% of the option shares upon the optionee's completion of six months of service in the calendar year for which such retainer fee election is in effect and the balance will become exercisable in a series of six equal monthly installments upon the optionee's completion of each additional month of service during that calendar year. The option will become immediately exercisable for all the option shares on an accelerated basis should we experience certain changes in ownership or control. Each option will remain exercisable for any vested shares until the earlier of (1) the expiration of the ten-year option term or (2) the end of the three-year period measured from the date of the optionee's cessation of service. We have not yet implemented the Director Fee Option Grant Program.

**GENERAL PROVISIONS ACCELERATION** In the event that we are acquired by merger or asset sale, each outstanding option under the Discretionary Option Grant Program that is not to be assumed or replaced by the successor corporation will automatically accelerate in full, and all unvested shares outstanding under the Discretionary Option Grant Program will immediately vest, except to the extent our repurchase rights with respect to those shares are to be assigned to the successor corporation. The plan administrator will have the authority under the Discretionary Option Grant Program to provide that options granted under such program will automatically vest in full (1) upon an acquisition of - 18 - DOR, whether or not those options are assumed or replaced, (2) upon a hostile change in control of DOR effected through a tender offer for more than 50% of our outstanding voting stock or by proxy contest for the election of board members, or (3) in the event the individual's service is terminated, whether involuntarily or through a resignation for good reason, within a designated period (not to exceed 18 months) following an acquisition in which those options are assumed or replaced or a hostile change in control. The options granted under the Salary Investment Option Grant Program, the Automatic Option Grant Program and the Director Fee Option Grant Program will automatically accelerate and become exercisable in full upon an acquisition or change in control transaction. The acceleration of vesting in the event of a change in the ownership or control may be seen as an anti-takeover provision and may have the effect of discouraging a merger proposal, a takeover attempt or other efforts to gain control of our Company.

**LIMITED STOCK APPRECIATION RIGHTS** Each option granted under the Automatic Option Grant and Director Fee Option Grant Programs includes a limited stock appreciation right so that upon the successful completion of a hostile tender offer for more than 50% of our outstanding voting securities, the option may be surrendered to us in return for a cash distribution from us. The amount of the distribution per surrendered option share will be equal to the excess of (1) the fair market value per share at the time the option is surrendered or, if greater, the tender offer price paid per share in the hostile takeover over (2) the exercise price payable per share under such option. In addition, the plan administrator may grant such rights to our officers as part of their option grants under the Discretionary Option Grant Program.

**FINANCIAL ASSISTANCE** The plan administrator may institute a loan program to assist one or more participants in financing the exercise of outstanding options under the Discretionary Option Grant Program through full-recourse interest-bearing promissory notes. However, the maximum amount of financing provided any participant may not exceed the cash consideration payable for the issued shares plus all applicable withholding taxes incurred in connection with the acquisition of those shares.

**SPECIAL TAX ELECTION** The plan administrator may provide one or more holders of non-statutory options under the 1995 Plan with the right to have us withhold a portion of the shares otherwise issuable to such individuals in satisfaction of the withholding taxes to which such individuals become subject in connection with the exercise of those options or the vesting of those shares. Alternatively, the plan administrator may allow such individuals to deliver previously acquired shares of Common Stock in payment of such withholding tax liability.

**AMENDMENT AND TERMINATION** The board may amend or modify the 1995 Plan at any time, subject to any required stockholder approval pursuant to applicable laws and regulations. Unless sooner terminated by the board, the 1995 Plan will terminate on the earliest of (1) April 23, 2005, (2) the date on which all shares available for issuance under the 1995 Plan have been issued as fully-vested shares or (3) the termination of all outstanding options in connection with certain changes in control or ownership of DOR - 19 -

**FEDERAL INCOME TAX CONSEQUENCES OPTION GRANTS** Options granted under the 1995 Plan may be either incentive stock options which satisfy the requirements of Section 422 of the Internal Revenue Code or non-statutory options which are not intended to meet such requirements. The Federal income tax treatment for the two types of options differs as follows: Incentive Options. No taxable income is recognized by the optionee at the time of the option grant, and no

taxable income is generally recognized at the time the option is exercised. The optionee will, however, recognize taxable income in the year in which the purchased shares are sold or otherwise disposed. For Federal income tax purposes, dispositions are divided into two categories: (1) qualifying and (2) disqualifying. A qualifying disposition occurs if the sale or other disposition is made after the optionee has held the shares for more than two years after the option grant date and more than one year after the exercise date. If either of these two holding periods is not satisfied, then a disqualifying disposition will result. If the optionee makes a disqualifying disposition of the purchased shares, we will be entitled to an income tax deduction, for the taxable year in which such disposition occurs, equal to the excess of (1) the fair market value of such shares on the option exercise date over (2) the exercise price paid for the shares. If the optionee makes a qualifying disposition, we will not be entitled to any income tax deduction.

**Non-Statutory Options.** No taxable income is recognized by an optionee upon the grant of a non-statutory option. The optionee will in general recognize ordinary income in the year in which the option is exercised equal to the excess of the fair market value of the purchased shares on the exercise date over the exercise price paid for the shares, and the optionee will be required to satisfy the tax withholding requirements applicable to such income. If the shares acquired upon exercise of the non-statutory option are unvested and subject to repurchase by us in the event of the optionee's termination of service prior to vesting in those shares, then the optionee will not recognize any taxable income at the time of exercise but will have to report as ordinary income, as and when our repurchase right lapses, an amount equal to the excess of (1) the fair market value of the shares on the date the repurchase right lapses over (2) the exercise price paid for the shares. The optionee may, however, elect under Section 83(b) of the Internal Revenue Code to include as ordinary income in the year of exercise of the option an amount equal to the excess of (1) the fair market value of the purchased shares on the exercise date over (2) the exercise price paid for such shares. If the Section 83(b) election is made, the optionee will not recognize any additional income as and when the repurchase right lapses. We will be entitled to an income tax deduction equal to the amount of ordinary income recognized by the optionee with respect to the exercised non-statutory option. The deduction will in general be allowed for the taxable year in which such ordinary income is recognized by the optionee.

**STOCK APPRECIATION RIGHTS** No taxable income is recognized upon receipt of a stock appreciation right. The holder will recognize ordinary income, in the year in which the stock appreciation right is exercised, in an amount equal to the appreciation distribution. We will be entitled to an income tax deduction equal to the appreciation distribution in the taxable year in which such ordinary income is recognized by the optionee.

**- 20 - DEDUCTIBILITY OF EXECUTIVE COMPENSATION** We anticipate that any compensation deemed paid by us in connection with the disqualifying dispositions of incentive stock option shares or the exercise of non-statutory options with exercise prices equal to the fair market value of the option shares on the grant date will qualify as performance-based compensation for purposes of Internal Revenue Code Section 162(m) and will not have to be taken into account for purposes of the \$1 million limitation per covered individual on the deductibility of the compensation paid to certain of our executive officers. Accordingly, all compensation deemed paid with respect to those options will remain deductible by us without limitation under Code Section 162(m).

**ACCOUNTING TREATMENT** Option grants made to employees and directors under the 1995 Plan with exercise prices equal to the fair market value of the option shares on the grant date will not result in any direct charge to our reported earnings. However, the fair value of those options is required to be disclosed in the notes to our annual and quarterly financial statements, and we must also disclose, in footnotes to our financial statements, the pro forma impact those options would have upon our reported earnings were the fair value of those options at the time of grant treated as a compensation expense. In addition, the number of outstanding options may be a factor in determining our earnings per share on a fully diluted basis. For any options issued pending approval of the amendment of the Amended and restated 1995 Omnibus Incentive Plan, we will be required to record compensation expense as the options vest if the market price of our common stock exceeds the option price on the date stockholder approval is obtained. Option grants made to employees and directors under the 1995 Plan with exercise or issue prices less than the fair market value of the shares on the grant or issue date will result in a direct compensation expense in an amount equal to the excess of such fair market value over the exercise or issue price. The expense must be amortized against our earnings over the period that the option shares or issued shares are to vest. Option grants made to consultants (but not non-employee board members) will result in a direct charge to our reported earnings based upon the fair value of the option measured initially as of the grant date and then subsequently on the vesting date of each installment of the underlying option shares. Such charge will accordingly include the appreciation in the value of the option shares over the period between the grant date of the option and the vesting date of each installment of the option shares. Should



one or more individuals be granted tandem stock appreciation rights under the 1995 Plan, then such rights would result in a compensation expense to be charged against our reported earnings. Accordingly, at the end of each fiscal quarter, the amount (if any) by which the fair market value of the shares of Common Stock subject to such outstanding stock appreciation rights has increased from the prior quarter-end would be accrued as compensation expense, to the extent such fair market value is in excess of the aggregate exercise price in effect for those rights. - 21 - NEW PLAN BENEFITS The table below presents the number of shares of Common Stock underlying options that have been previously granted under the 1995 Plan to our current executive officers, other employees and non-executive directors, including (i) the 2,000,000 shares of Common Stock issuable upon exercise of options granted to Ralph M. Ellison and (ii) 1,200,000 shares of Common Stock issuable upon exercise options granted to non-executive members of our Board of Directors, pending stockholder approval of the amendment to the 1995 Plan at the Annual Meeting.

NUMBER OF SHARES OF COMMON STOCK UNDERLYING OPTIONS GRANTED (#) -----	
Ralph M. Ellison	(1) 2,000,000
Chief Executive Officer and President Robert Brey	190,000
Vice President Research and Development William Milling	200,000
Controller/Treasurer/Corporate Secretary Executive Group	(1) 2,390,000
Non-Executive Director Group	(2) 4,070,800
Non-Executive Officer Employee Group	241,000

(1) Number of securities underlying options granted includes 2,000,000 shares of Common Stock issuable upon exercise options issued to Ralph M. Ellison pending stockholder approval. (2) Number of securities underlying options granted includes 1,200,000 shares of Common Stock issuable upon exercise options issued to non-executive members of our Board of Directors pending stockholder approval. RECOMMENDATION OF THE BOARD OF DIRECTORS The Board of Directors recommends that you vote "FOR" the approval of the amendments to the 1995 Plan. PROPOSAL 4 RATIFICATION OF INDEPENDENT AUDITORS The Audit Committee, of the Board of Directors appointed Ernst & Young LLP, independent public accountants, as auditors of our financial statements for the fiscal year ending December 31, 2003, subject to the ratification of such appointment by stockholders at the Annual Meeting. A representative of Ernst & Young LLP is expected to be available at the annual meeting, will have the opportunity to make a statement if he or she desires to do so, and will be available to respond to appropriate questions. RECOMMENDATION OF THE BOARD OF DIRECTORS The Board of Directors recommends that you vote "FOR" ratification of Ernst & Young LLP as our independent auditors for the year ending December 31, 2003. AUDIT FEES The aggregate fees for professional services rendered by Ernst & Young LLP and Price Waterhouse Coopers (Price Waterhouse Coopers acted as our accountants through 1999, until December 31, 2002 we required approval to incorporate their opinions) in connection with their audit of our consolidated financial statements included in our Annual Report on Form 10-KSB and review of our financial statements included in our Quarterly Reports on Form 10-QSB for the year ended December 31, 2002 were \$192,894 and \$15,750, respectively. - 22 - FINANCIAL INFORMATION SYSTEMS DESIGN AND IMPLEMENTATION FEES There were no professional services rendered by Ernst & Young LLP or Price Waterhouse Coopers in the year ended December 31, 2002 relating to financial information systems design and implementation. ALL OTHER FEES There were no other professional services rendered by E&Y or PriceWaterhouseCoopers in the fiscal year ended December 31, 2002. STOCKHOLDER PROPOSALS Under SEC Rule 14a-8, stockholder proposals for the annual meeting of stockholders to be held in 2004 will not be included in the Proxy Statement for that meeting unless the proposal is proper for inclusion in the Proxy Statement and for consideration at the next annual meeting of stockholders, and is received by our Secretary at our executive offices, no later than [\_\_\_\_\_], 2004. Stockholders must also follow the other procedures prescribed in SEC Rule 14a-8 under the Exchange Act, as well as our By-Laws, which contain requirements that are separate and apart from the SEC requirements of Rule 14a-8. Our By-Laws provide that stockholders desiring to bring business before the 2004 annual meeting, including nomination of a person for election to our Board of Directors, must provide written notice to the our Secretary at our executive offices no earlier than 75 days before, and no later than 45 days before, the one year anniversary of the mailing of this Proxy Statement. The written notice must include the information required by Section 2.4 of the By-Laws. OTHER MATTERS Management knows of no matters that are to be presented for action at the meeting other than those set forth above. If any other matters properly come before the meeting, the persons named in the enclosed form of proxy will vote the shares represented by proxies in accordance with their judgment on such matters. The cost of this proxy solicitation will be borne by us. In addition to the solicitation of proxies by mail, our directors, officers and employees may also solicit proxies by telephone, facsimile, e-mail or other forms of communication, without special compensation for such activities. We will also request banks, brokers, fiduciaries, custodians, nominees and certain other record holders to send proxies, proxy

statements and other materials to their principals at our expense. We will reimburse such banks, brokers, fiduciaries, custodians, nominees and other record holders for their reasonable out-of-pocket expenses of solicitation. We do not anticipate that costs and expenses incurred in connection with this proxy solicitation will exceed those normally expended for a proxy solicitation for an election of directors in the absence of a contest. - 23 - By Order of the Board of DOR BIOPHARMA, INC. 28101 BALLARD DR., SUITE F, LAKE FOREST, ILLINOIS 60045 ANNUAL MEETING OF STOCKHOLDERS -- JULY 14, 2003 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF DOR BIOPHARMA, INC. The undersigned hereby appoints Dr. Ralph M. Ellison, the Chief Executive Officer and President of DOR BioPharma, Inc, Steve H. Kanzer Vice Chairman of DOR BioPharma, and William D. Milling, the Secretary and Treasurer of DOR BioPharma, Inc., or any of them, each with the power of substitution, and hereby authorizes each of them to represent and to vote as designated on the reverse side of this proxy card, all of the shares of Common Stock and Series B Preferred Stock of DOR BioPharma, Inc. that the undersigned is entitled to vote at the annual meeting of stockholders to be held at 10:00 a.m., Eastern Daylight Time, on July 14, 2003 at [], Palm Beach, Florida, or any adjournment or postponement thereof. THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED STOCKHOLDER. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE OF THIS PROXY CARD FOR THE BOARD OF DIRECTORS AND FOR EACH OF THE OTHER PROPOSALS SET FORTH ON THE REVERSE SIDE. The Board of Directors recommends you vote `FOR' the nominees listed on the reverse side of this proxy card for the Board of Directors and `FOR' each of the other proposals set forth on the reverse side. CONTINUED AND TO BE SIGNED ON REVERSE SIDE Please date, sign and mail your proxy card back as soon as possible! Annual Meeting of Stockholders DOR BIOPHARMA, INC. July 14, 2003 / Please Detach and Mail in the Envelope Provided /