

Bayh-Dole Model
Conservative Sales Projections
Win Appeal

27-May-97
EXHIBIT A-1

CellPro, Incorporated
Summary

\$000

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,517	19,674	40,942	63,330	102,842
Total Revenue	4,298	4,216	12,824	9,650	19,980	40,942	63,330	102,842
Total Margin	3,723	1,787	9,101	4,489	11,301	25,635	43,499	77,019
Gross Product Margin	790	1,787	3,079	4,356	10,995	25,635	43,499	77,019
%	57.9%	42.4%	45.3%	45.8%	55.9%	62.6%	68.7%	74.9%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-22,205	-13,635	8,571	18,318

Memo: Expenses								
Manufacturing & Distr.	3,575	3,682	4,208	5,617	8,965	14,195	20,637	26,386
R&D	7,637	14,164	15,970	16,776	18,200	20,842	23,003	26,100
SG&A	6,209	9,108	10,676	11,416	16,349	19,456	24,599	31,319
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,430	-116	-13,880	120

Cash Flow	-19,342	-30,855	9,495	-20,103	-41,475	-19,451	-2,464	5,542
Cash Balance	95,506	64,652	74,147	54,044	12,569	-6,883	-9,346	-3,804
Capital Expenditure	8,579	11,109	742	648	1,973	2,500	10,500	5,000
Personnel	142.5	180	156.8	166	211	252	307	367
Royalties & Fees Paid to Johns Hopkins					761	1,586	1,687	0

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical)								
US	649	906	970	1,199	2,385	4,550	6,710	9,785
ROW	345	1,041	1,455	1,972	2,817	5,365	7,815	11,860
Total	994	1,947	2,425	3,171	5,202	9,915	14,525	21,645

27-May-97

Bayh-Dole Model Conservative Sales Projections Win Appeal

EXHIBIT A-1

MAJOR ASSUMPTIONS OF Bayh-Dole Model

License granted by HHS with royalty payable to Johns Hopkins at a rate of 4% on future sales of 12.8 antibody products.

No restrictions on ability to sell or develop products world-wide due to HHS license.

Moderate expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases; no revenues projected for treatment of AIDS patients.

CellPro prevails on appeal at January 2000.

HHS license no longer necessary; royalty payments to JH stop; royalties paid to date are not refunded.

In the meantime, CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs.

No federal income tax liability during this time period due to extensive NOL carry-forwards.

This will affect after-tax profits and cash flows after achieving break-even until NOL balances (\$95 million) are consumed.

Cash deficiency of \$22.5 million at 12/99 covered by external financing. Timing of successful appeal is important. If appeal could be concluded six months earlier cash deficiency would be reduced to \$10.5 million.

Bayh-Dole Model
Conservative Sales Projections
Lose Appeal

27-May-97
EXHIBIT A-2

**CellPro, Incorporated
Summary**

\$000

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,517	19,674	40,942	63,330	102,842
Total Revenue	4,298	4,216	12,824	9,650	19,980	40,942	63,330	102,842
Total Margin	3,723	1,787	9,101	4,489	11,301	25,635	42,727	72,999
Gross Product Margin %	790	1,787	3,079	4,356	10,995	25,635	42,727	72,999
	57.9%	42.4%	45.3%	45.8%	55.9%	62.6%	67.5%	71.0%
Net Income (Loss)	-16,121	-18,986	-15,652	-40,914	-22,205	-13,635	-6,202	14,297

Memo: Expenses	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Distr.	3,575	3,882	4,208	5,617	8,965	14,195	21,409	30,407
R&D	7,637	14,164	15,970	15,776	18,200	20,842	23,003	26,100
SG&A	6,209	9,108	10,676	11,416	16,349	19,456	24,599	31,319
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,430	-116	120	120

Cash Flow	-19,342	-30,855	9,495	-20,103	-41,475	-19,451	-17,236	1,521
Cash Balance	95,506	64,652	74,147	54,044	12,569	-6,883	-24,119	-22,597
Capital Expenditure	8,579	11,109	742	648	1,973	2,500	10,500	5,000
Personnel	142.5	180	156.8	166	211	252	307	367
Royalties & Fees Paid to Johns Hopkins					761	1,586	2,460	4,021
Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical)								
US	649	906	970	1,199	2,385	4,550	6,710	9,785
ROW	345	1,041	1,455	1,872	2,817	5,365	7,815	11,860
Total	994	1,947	2,426	3,171	5,202	9,915	14,525	21,645

Bayh-Dole Model
Conservative Sales Projections
Lose Appeal

27-May-97

EXHIBIT A-2

MAJOR ASSUMPTIONS OF Bayh-Dole Model

License granted by HHS with royalty payable to Johns Hopkins at a rate of 4% on future sales of 12.8 antibody products.

No restrictions on ability to sell or develop products world-wide due to HHS license.

Moderate expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases; no revenues projected for treatment of AIDS patients.

CellPro loses appeal at January 2000.

HHS license continues.

CellPro pays out \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) previously reclassified pending decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs and affect ending cash.

No federal income tax liability during this time period due to extensive NOL carry-forwards.

This will affect after-tax profits and cash flows after achieving break-even until NOL balances (\$95 million) are consumed.

Cash deficiency of \$28 million at 12/00 covered by external financing.

Bayh-Dole Model
 Optimistic Sales Projections
 Win Appeal

27-May-97
EXHIBIT A-3

CellPro, Incorporated
 Summary

\$000

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,517	21,776	50,306	88,772	167,984
Total Revenue	4,298	4,216	12,824	9,650	22,382	50,306	88,772	167,984
Total Margin	3,723	1,787	9,101	4,489	12,784	32,785	63,427	131,064
Gross Product Margin %	790	1,787	3,079	4,356	12,178	32,785	63,427	131,064
	57.9%	42.4%	45.3%	45.8%	55.9%	65.2%	71.4%	78.0%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-20,026	-7,862	24,385	65,420

Memo: Expenses	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Distr.	3,575	3,682	4,208	5,617	9,185	16,120	25,375	35,031
R&D	7,637	14,164	15,970	15,776	18,200	21,157	24,041	31,094
SG&A	6,209	9,108	10,676	11,415	16,349	20,755	28,252	35,994
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,427	-163	-13,880	-554

Cash Flow	-19,342	-30,855	9,495	-20,103	-41,353	-15,849	9,796	39,164
Cash Balance	95,506	64,652	74,147	54,044	12,691	-3,158	6,638	45,803
Capital Expenditure	8,579	11,109	742	648	1,973	2,500	10,500	5,000
Personnel	142.5	180	156.8	166	211	266	342	430
Royalties & Fees Paid to Johns Hopkins	0	0	0	0	845	1,953	2,281	0

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical)	US	ROW	Total
	849	906	970
	345	1,041	1,455
	994	1,947	2,425
			3,171
			5,664
			12,105
			9,160
			10,765
			19,925
			15,640
			19,140
			34,780

Bayh-Dole Model
Optimistic Sales Projections
Win Appeal

27-May-97

EXHIBIT A-3

MAJOR ASSUMPTIONS OF Bayh-Dole Model

License granted by HHS with royalty payable to Johns Hopkins at a rate of 4% on future sales of 12.8 antibody products.

No restrictions on ability to sell or develop products world-wide due to HHS license.

Rapid expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases; no revenues projected for treatment of AIDS patients.

CellPro prevails on appeal at January 2000.

HHS license no longer necessary; royalty payments to JH stop; royalties paid to date are not refunded.

In the meantime, CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs.

No federal income tax liability during this time period due to extensive NOL carry-forwards.

This will affect after-tax profits and cash flows after achieving break-even until NOL balances (\$95 million) are consumed.

Cash deficiency of \$11.7 million at 12/99 covered by external financing. Timing of successful appeal is important. If appeal could be concluded six months earlier cash deficiency would be reduced to \$2.6 million.

Bayh-Dole Model
Optimistic Sales Projections
Lose Appeal

27-May-97

EXHIBIT A-4

CellPro, Incorporated
Summary

\$000

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,517	21,776	50,306	88,772	167,984
Total Revenue	4,298	4,216	12,824	9,650	22,382	50,306	88,772	167,984
Total Margin	3,723	1,787	9,101	4,489	12,784	32,785	62,246	124,469
Gross Product Margin %	790	1,787	3,079	4,356	12,178	32,785	62,246	124,469
	57.9%	42.4%	45.3%	45.8%	55.9%	65.2%	70.1%	74.1%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-20,026	-7,862	9,203	58,218

Memo: Expenses	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Disfr.	3,575	3,682	4,208	5,817	9,185	16,120	26,556	41,626
R&D	7,637	14,164	15,970	15,776	18,200	21,157	24,041	31,094
SG&A	6,209	9,108	10,678	11,415	16,349	20,755	28,252	35,994
Special Items & Other	1,983	-3,922	-2,477	17,741	-1,427	-163	120	53

Cash Flow	-19,342	-30,855	9,495	-20,103	-41,353	-15,849	-5,385	31,962
Cash Balance	95,506	64,652	74,147	54,044	12,691	-3,158	-8,543	23,420
Capital Expenditure	8,579	11,109	742	648	1,973	2,500	10,500	5,000
Personnel	142.5	180	156.8	166	211	266	342	430
Royalties & Fees Paid to Johns Hopkins		0	0	0	845	1,953	3,462	6,595

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical)	US	ROW	Total
	649	345	994
	906	1,041	1,947
	970	1,455	2,425
	1,199	1,972	3,171
	2,595	3,069	5,664
	5,550	6,555	12,105
	9,160	10,765	19,925
	15,640	19,140	34,780

Bayh-Dole Model
Optimistic Sales Projections
Lose Appeal

27-May-97

EXHIBIT A-4

MAJOR ASSUMPTIONS OF Bayh-Dole Model

License granted by HHS with royalty payable to Johns Hopkins at a rate of 4% on future sales of 12.8 antibody products.

No restrictions on ability to sell or develop products world-wide due to HHS license.

Rapid expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases; no revenues projected for treatment of AIDS patients.

CellPro loses appeal at January 2000.

HHS license continues.

CellPro pays out \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) previously reclassified pending decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs and affect ending cash.

No federal income tax liability during this time period due to extensive NOL carry-forwards.

This will affect after-tax profits and cash flows after achieving break-even until NOL balances (\$95 million) are consumed.

Cash deficiency of \$11.7 million at 12/99 covered by external financing.

World-wide Injunction Model
Baxter/Hausman Version
Conservative Sales Projections

27-May-97

EXHIBIT B-1

MAJOR ASSUMPTIONS OF BAXTER/HAUSMAN INJUNCTION MODEL

No action by HHS

Court injunction as currently proposed becomes effective 7/1/97 (no stay granted pending full review in appellate court).

CellPro required to pay Baxter \$2,000 per disposable for each unit sold in US.

US sales follow model for moderate expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases until Baxter product approved for sale in US in April 1999 (except sales of LC research product is ended July 1997). All 12.8 antibody products phased down beginning April 1999 and cease in July 1999.

International sales phased down over year one and eliminated during year two; begin to ramp up again in year three. (Production of 12.8 antibody products moved to Europe during 1998; capital expenditure in Europe of \$2.0 million in 1998/99)

CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs.

New product development and clinical trials of existing and development products continue at similar rates as anticipated under the Bayh-Dole scenario in attempt to acquire or develop other non-12.8 antibody products.

This is not a viable model. Results in major cash shortfall, beginning June 1998 with no ability to finance cash requirements.

CallPro, Incorporated
 Summary

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,517	16,145	21,856	9,622	15,361
Total Revenue	4,288	4,216	12,824	9,650	16,394	21,856	9,622	15,361
Total Margin	3,723	1,787	9,101	4,489	9,213	13,197	4,356	6,603
Gross Product Margin %	790	1,787	3,079	4,356	8,964	13,197	4,356	6,603
	57.9%	42.4%	45.3%	45.8%	55.5%	60.4%	45.3%	43.0%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-31,067	-32,392	-33,859	-37,042

Memo: Expenses	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Distr.	3,576	3,682	4,208	6,617	7,069	9,019	7,429	8,603
R&D	7,637	14,164	15,970	15,776	18,188	21,139	23,967	30,922
SG&A	6,209	9,108	10,876	11,415	16,320	14,771	10,564	12,658
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,362	63	120	120

Cash Flow	-19,342	-30,855	9,485	-20,103	-48,665	-33,016	-28,461	-37,371
Cash Balance	95,506	64,652	74,147	54,044	5,379	-27,638	-56,099	-93,469
Capital Expenditure	8,579	11,109	742	648	1,274	2,500	700	1,100
Personnel	142.5	180	156.8	166	211	231	179	236
Incremental Profit Paid to Baxter	0	0	0	0	7,148	9,196	1,342	0

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical))								
US	649	906	970	1,199	2,595	5,550	671	0
ROW	348	1,041	1,455	1,972	1,739	123	1,176	3,042
Total	994	1,947	2,425	3,171	4,334	5,673	1,847	3,042

Reduction in Disposables (Patient Treatments-Commercial & Clinical)								
US	0	0	0	0	-1,330	-6,432	-8,489	-15,640
ROW	0	0	0	0	-1,330	-6,432	-9,589	-16,098
Total	0	0	0	0	-1,330	-6,432	-18,078	-31,738

World-wide Injunction Model
Baxter/Hausman Version
Optimistic Sales Assumption

27-May-97

EXHIBIT B-2

MAJOR ASSUMPTIONS OF BAXTER/HAUSMAN INJUNCTION MODEL

No action by HHS

Court injunction as currently proposed becomes effective 7/1/97 (no stay granted pending full review in appellate court).

CellPro required to pay Baxter \$2,000 per disposable for each unit sold in US.

US sales follow model for rapid expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases until Baxter product approved for sale in US in April 1999 (except sales of LC research product is ended July 1997). All 12.8 antibody products phased down beginning April 1999 and cease in July 1999.

International sales phased down over year one and eliminated during year two; begin to ramp up again in year three. (Production of 12.8 antibody products moved to Europe during 1998; capital expenditure in Europe of \$2.0 million in 1998/99)

CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs.

New product development and clinical trials of existing and development products continue at similar rates as anticipated under the Bayh-Dole scenario in attempt to acquire or develop other non-12.8 antibody products.

This is not a viable model. Results in major cash shortfall, beginning June 1998 with no ability to finance cash requirements.

World-wide Injunction Model
 Modified Version
 Conservative Sales Assumption

27-May-97
 EXHIBIT C-1

CellPro, Incorporated
 Summary

	1993/94	1994/95	1995/98	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,517	10,276	6,685	7,015	14,574
Total Revenue	4,298	4,216	12,824	9,650	10,525	6,685	7,015	14,574
Total Margin	3,723	1,787	9,101	4,489	5,049	3,218	3,120	6,453
Gross Product Margin %	790	1,787	3,079	4,356	4,800	3,218	3,120	6,453
	57.9%	42.4%	45.3%	45.8%	46.7%	48.1%	44.5%	44.3%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-30,263	-18,803	-15,914	-16,068

Memo: Expenses	1993/94	1994/95	1995/98	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Distr.	3,575	3,682	4,208	5,617	6,494	5,382	5,595	8,426
R&D	7,637	14,164	15,970	15,776	15,880	7,697	7,542	9,483
SG&A	6,209	9,108	10,676	11,416	15,221	9,634	9,233	12,513
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,425	-72	120	120

Cash Flow	-19,342	-30,855	9,495	-20,103	-43,804	-19,868	-14,642	-16,745
Cash Balance	95,506	64,652	74,147	54,044	10,240	-9,629	-24,271	-41,016
Capital Expenditure	8,579	11,109	742	648	803	2,200	700	1,100
Personnel	142.5	180	158.8	166	164	83	106	149
Incremental Profit Paid to Baxter	0	0	0	0	4,518	2,786	380	0

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical))								
US	649	906	970	1,199	950	1,270	190	0
ROW	345	1,041	1,455	1,872	1,739	123	1,176	3,042
Total	994	1,947	2,425	3,171	2,689	1,393	1,366	3,042

Reduction in Disposables (Patient Treatments-Commercial & Clinical)								
US					-1,435	-3,280	-6,520	-9,785
ROW					-1,078	-5,242	-6,639	-8,818
Total					-2,513	-8,522	-13,159	-18,603

MAJOR ASSUMPTIONS OF MODIFIED INJUNCTION MODEL

No action by HHS

Court injunction as currently proposed becomes effective 7/1/97 (no stay granted pending full review in appellate court).

CellPro required to pay Baxter \$2,000 per disposable for each unit sold in US.

US sales at 40% of level for moderate expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases until Baxter product approved for sale in US in April 1999 (except sales of LC research product is ended July 1997. All 12.8 antibody products phased down beginning April 1999 and cease in July 1999.

International sales phased down over year one and eliminated during year two; begin to ramp up again in year three. (Production of 12.8 antibody products moved to Europe during 1998; capital expenditure in Europe of \$2.0 million in 1998/99)

CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs.

No sales of new products; discontinuation of clinical trials; discontinuation of all new product development. (Sales of CD4/CD8 included because product development complete; clinical development still needs to be completed).

Major down-sizing of company implemented December 1997 effective March 1998. (Timing coincides with time for resolution by appellate court of request for expedited stay pending appeal.) Includes 2/3 R&D, 1/3 manufacturing, 1/2 administration, and phase-down in sales/marketing of 2/3. These functions begin to expand again in July 1999 when ex-US sales begin again.

This is not a viable model. Results in major cash shortfall, beginning October 1998 with no ability to finance cash requirements.

CellPro, Incorporated
 Summary

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,617	10,645	8,036	7,588	15,361
Total Revenue	4,298	4,216	12,824	9,650	10,894	8,036	7,588	15,361
Total Margin	3,723	1,787	9,101	4,489	5,229	3,864	3,295	6,603
Gross Product Margin %	790	1,787	3,079	4,356	4,980	3,864	3,295	6,603
	57.9%	42.4%	45.3%	45.8%	46.8%	48.1%	43.4%	43.0%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-30,110	-18,146	-15,503	-15,453

Memo: Expenses	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Distr.	3,675	3,682	4,208	5,617	6,548	5,487	6,669	8,599
R&D	7,637	14,184	15,970	15,776	15,880	7,697	7,542	9,483
SG&A	6,209	9,108	10,676	11,415	15,221	9,634	9,233	12,513
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,423	-62	120	120

Cash Flow	-19,342	-30,855	9,495	-20,103	-44,323	-20,289	-12,860	-16,256
Cash Balance	95,506	64,652	74,147	54,044	9,721	-10,568	-23,428	-39,684
Capital Expenditure	8,579	11,109	742	648	803	2,200	700	1,100
Personnel	142.5	180	158.8	166	164	83	106	149
Incremental Profit Paid to Baxter	0	0	0	0	4,678	3,366	468	0

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical))	US	ROW	Total
	649	806	970
	1,199	1,199	1,199
	1,030	1,739	1,739
	1,560	123	1,683
	234	1,176	1,410
	0	3,042	3,042

Reduction in Disposables (Patient Treatments-Commercial & Clinical)	US	ROW	Total
	-1,565	-3,990	-8,926
	-1,330	-6,432	-9,589
	-2,895	-10,422	-18,515
	-15,640	-16,098	-31,738

MAJOR ASSUMPTIONS OF MODIFIED INJUNCTION MODEL

No action by HHS

Court injunction as currently proposed becomes effective 7/1/97 (no stay granted pending full review in appellate court).

CellPro required to pay Baxter \$2,000 per disposable for each unit sold in US.

US sales at 40% of level for rapid expansion into new market opportunities including transplants for mismatched donors and autoimmune diseases until Baxter product approved for sale in US in April 1999 (except sales of LC research product is ended July 1997. All 12.8 antibody products phased down beginning April 1999 and cease in July 1999.

International sales phased down over year one and eliminated during year two; begin to ramp up again in year three. (Production of 12.8 antibody products moved to Europe during 1998; capital expenditure in Europe of \$2.0 million in 1998/99)

CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would free additional cash and extend the time before which cash deficiency occurs.

No sales of new products; discontinuation of clinical trials; discontinuation of all new product development. (Sales of CD4/CD8 included because product development complete; clinical development still needs to be completed).

Major down-sizing of company implemented December 1997 effective March 1998. (Timing coincides with time for resolution by appellate court of request for expedited stay pending appeal.) Includes 2/3 R&D, 1/3 manufacturing, 1/2 administration, and phase-down in sales/marketing of 2/3. These functions begin to expand again in July 1999 when ex-US sales begin again.

This is not a viable model. Results in major cash shortfall, beginning October 1998 with no ability to finance cash requirements.

Shutdown Model
Win Appeal

27-May-97

EXHIBIT D-1

CellPro, Incorporated
Summary

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Net Product Sales	1,365	4,216	6,802	9,517	8,361	0	0	0
Total Revenue	4,298	4,216	12,824	9,650	8,610	0	0	0
Total Margin	3,723	1,787	9,101	4,489	4,158	0	0	0
Gross Product Margin %	790	1,787	3,079	4,356	3,909	0	0	0
	57.9%	42.4%	45.3%	45.8%	46.8%	0.0%	0.0%	0.0%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-28,836	-2,973	14,672	-2,053

Memo: Expenses	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Distr.	3,575	3,682	4,208	6,617	5,956	704	579	512
R&D	7,637	14,164	15,970	15,776	14,883	1,750	1,357	1,179
SG&A	6,209	9,108	10,676	11,415	14,252	954	1,406	1,384
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,413	-436	-14,345	-1,022

Cash Flow	-19,342	-30,855	9,485	-20,103	-42,469	-2,581	15,504	-1,228
Cash Balance	95,506	64,652	74,147	54,044	11,575	8,994	24,498	23,270
Capital Expenditure	8,579	11,109	742	648	803	0	0	0
Personnel	142.5	180	156.8	166	164	3	3	3
Incremental Profit Paid to Baxter	0	0	0	0	3,668	0	-3,668	0

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical))		US	ROW	Total
US	649	906	970	1,198
ROW	345	1,041	1,455	1,972
Total	994	1,947	2,425	3,171
				770
				0
				0
				0
				0
				0

Reduction in Disposables (Patient Treatments-Commercial & Clinical)		US	ROW	Total
US		-1,615	-4,550	-6,710
ROW		-1,338	-5,365	-7,815
Total		-2,953	-9,915	-14,525
				-9,785
				-11,860
				-21,645

Shutdown Model
Wfn Appeal

27-May-97

EXHIBIT D-1

MAJOR ASSUMPTIONS OF SHUTDOWN MODEL

No action by HHS.

Court injunction as currently proposed becomes effective 7/1/97.

CellPro required to pay \$2,000 per disposable for each unit sold in US.

No stay granted prior to review of appeals case.

CellPro goes into complete shutdown beginning January 1998 upon decision by appellate court not to grant stay. Shutdown designed to conserve cash while funding appeal.

Limited staff of 3 people retained to coordinate litigation efforts and attempt to preserve value of technology. Some immaterial sales of product lines and other assets likely but not modelled.

CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would affect cash balances prior to January 2000.

CellPro prevails on appeal at January 2000.

Reclassified cash returned to cash balance. Baxter required to return amounts paid on account of 1997 sales at \$2,000 per unit. Cash balance as of January 2000 is \$24.5 million. Decision whether to (a) dividend out cash to shareholders (b) attempt to raise new capital (\$30-\$50 million) combined with current cash to restart company, or (c) attempt to find buyer for company to complete future commercialization programs.

27-May-97

EXHIBIT D-2

Shutdown Model
Lose Appeal

**CellPro, Incorporated
Summary**

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
\$000								
Net Product Sales	1,365	4,216	6,802	9,517	8,361	0	0	0
Total Revenue	4,298	4,216	12,824	9,650	8,610	0	0	0
Total Margin	3,723	1,787	8,101	4,489	4,158	0	0	0
Gross Product Margin %	790	1,787	3,079	4,356	3,909	0	0	0
	57.9%	42.4%	45.3%	45.8%	46.8%	0.0%	0.0%	0.0%
Net Income (Loss)	-15,121	-18,986	-15,652	-40,914	-28,836	-2,973	-2,996	-2,816

Memo: Expenses	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01
Manufacturing & Distr.	3,575	3,682	4,208	5,617	5,956	704	579	512
R&D	7,637	14,184	15,970	15,776	14,883	1,750	1,357	1,179
SG&A	6,209	9,108	10,676	11,416	14,252	954	1,406	1,384
Special Items & Other	1,983	-3,822	-2,477	17,741	-1,413	-436	-345	-259

Cash Flow	-19,342	-30,855	9,495	-20,103	-42,469	-2,581	-2,164	-1,991
Cash Balance	85,506	64,652	74,147	54,044	11,575	8,994	6,830	4,839
Capital Expenditure	8,579	11,109	742	648	803	0	0	0
Personnel	142.5	180	156.8	166	164	3	3	3
Incremental Profit Paid to Baxter	0	0	0	0	3,668	0	0	0

Therapeutic 12.8 Disposables (Patient Treatments-Commercial & Clinical))								
US	649	906	970	1,189	770	0	0	0
ROW	345	1,041	1,455	1,972	1,479	0	0	0
Total	994	1,947	2,425	3,171	2,249	0	0	0

Reduction in Disposables (Patient Treatments-Commercial & Clinical)								
US					-1,615	-4,550	-6,710	-9,785
ROW					-1,338	-5,365	-7,815	-11,860
Total					-2,953	-9,915	-14,525	-21,645

Shutdown Model
Lose Appeal

27-May-97

EXHIBIT D-2

MAJOR ASSUMPTIONS OF SHUTDOWN MODEL

No action by HHS.

Court injunction as currently proposed becomes effective 7/1/97.

CellPro required to pay \$2,000 per disposable for each unit sold in US.

No stay granted prior to review of appeals case.

CellPro goes into complete shutdown beginning January 1998 upon decision by appellate court not to grant stay. Shutdown designed to conserve cash while funding appeal. Limited staff of 3 people retained to coordinate litigation efforts and attempt to preserve value of technology. Some immaterial sales of product lines and other assets likely but not modelled.

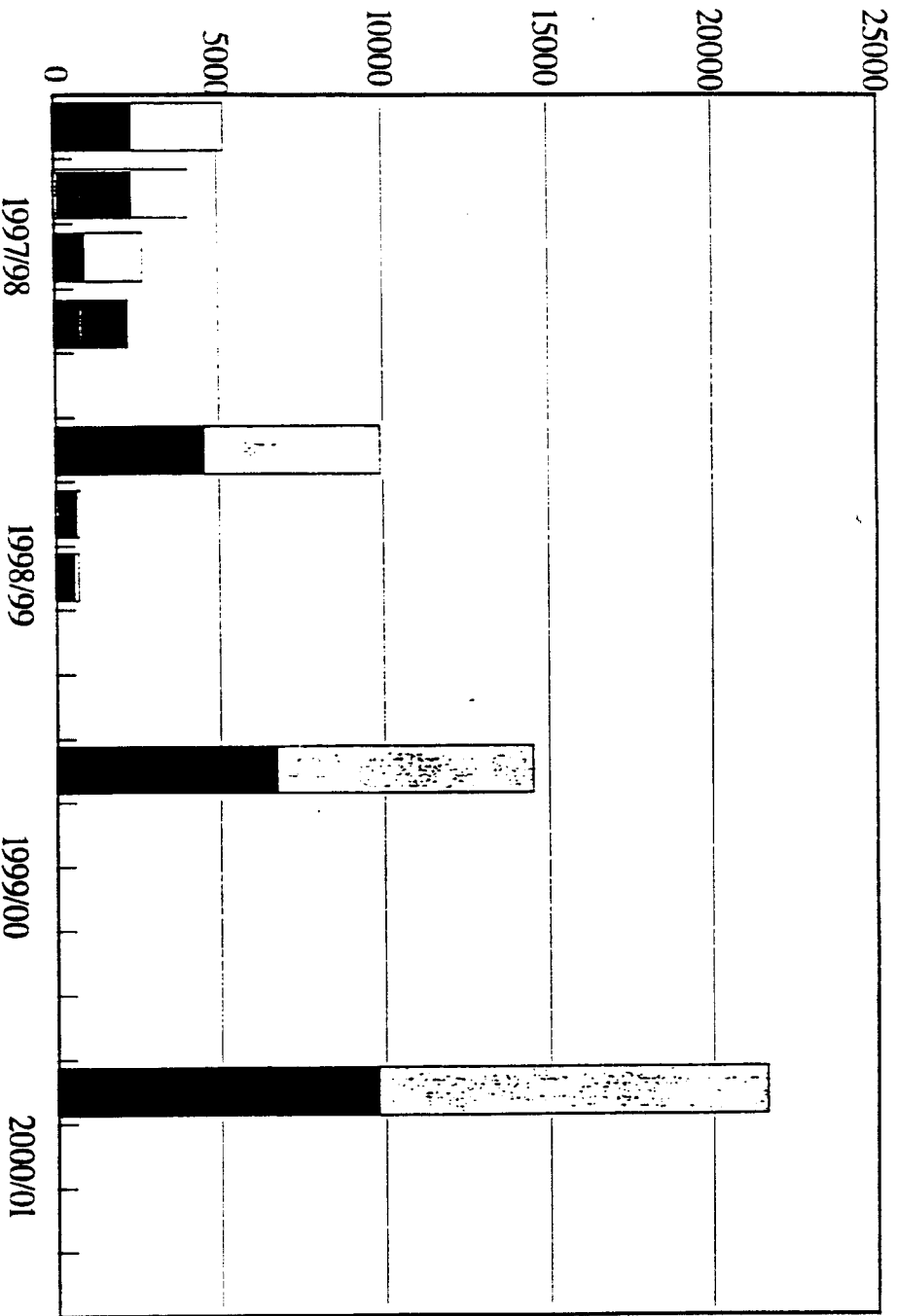
CellPro required to reclassify (but not pay-out) \$14 million of cash balance (amount of damages and attorneys fees sought by plaintiffs in the district court infringement litigation) until decision on appeal of judgement. Lower award on claim for damages and fees would affect cash balances prior to January 2000.

CellPro loses appeal at January 2000.

Cash balance available to dividend out to shareholders as of January 2000 is \$7.2 million (greater if court makes lower award for past damages and/or denies fees sought by plaintiffs in infringement litigation).

CellPro, Inc. Patient Treatments Conservative Sales Projections

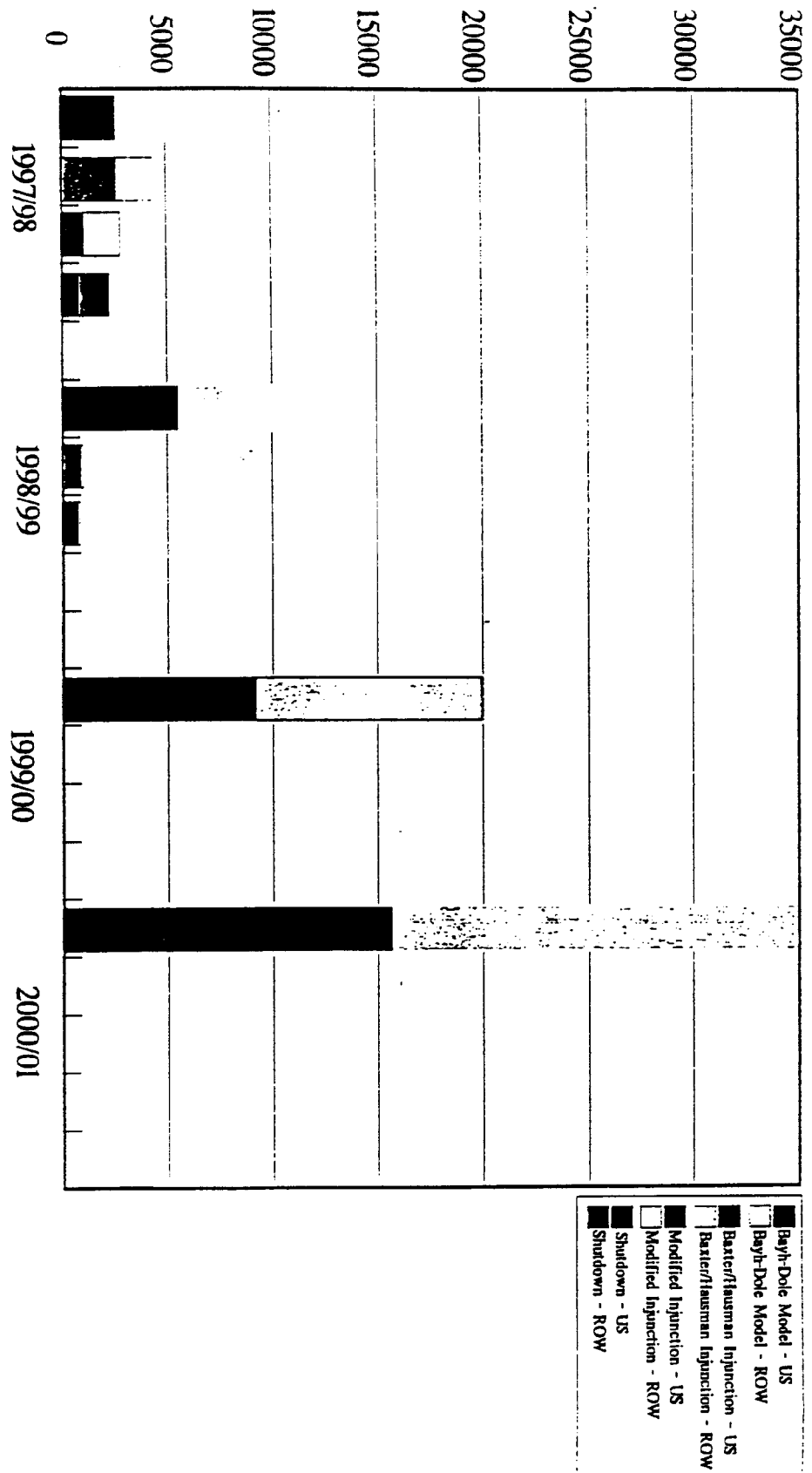
Exhibit E-1



Patient Treatments	1997/98	1998/99	1999/00	2000/01
Bayh-Dole	5,202	9,915	14,525	21,645
Baxter/Klausman Injunction	4,124	764	0	0
Modified Injunction	2,689	726	0	0
Shutdown	2,249	0	0	0

CellPro, Inc. Patient Treatments Optimistic Sales Projections

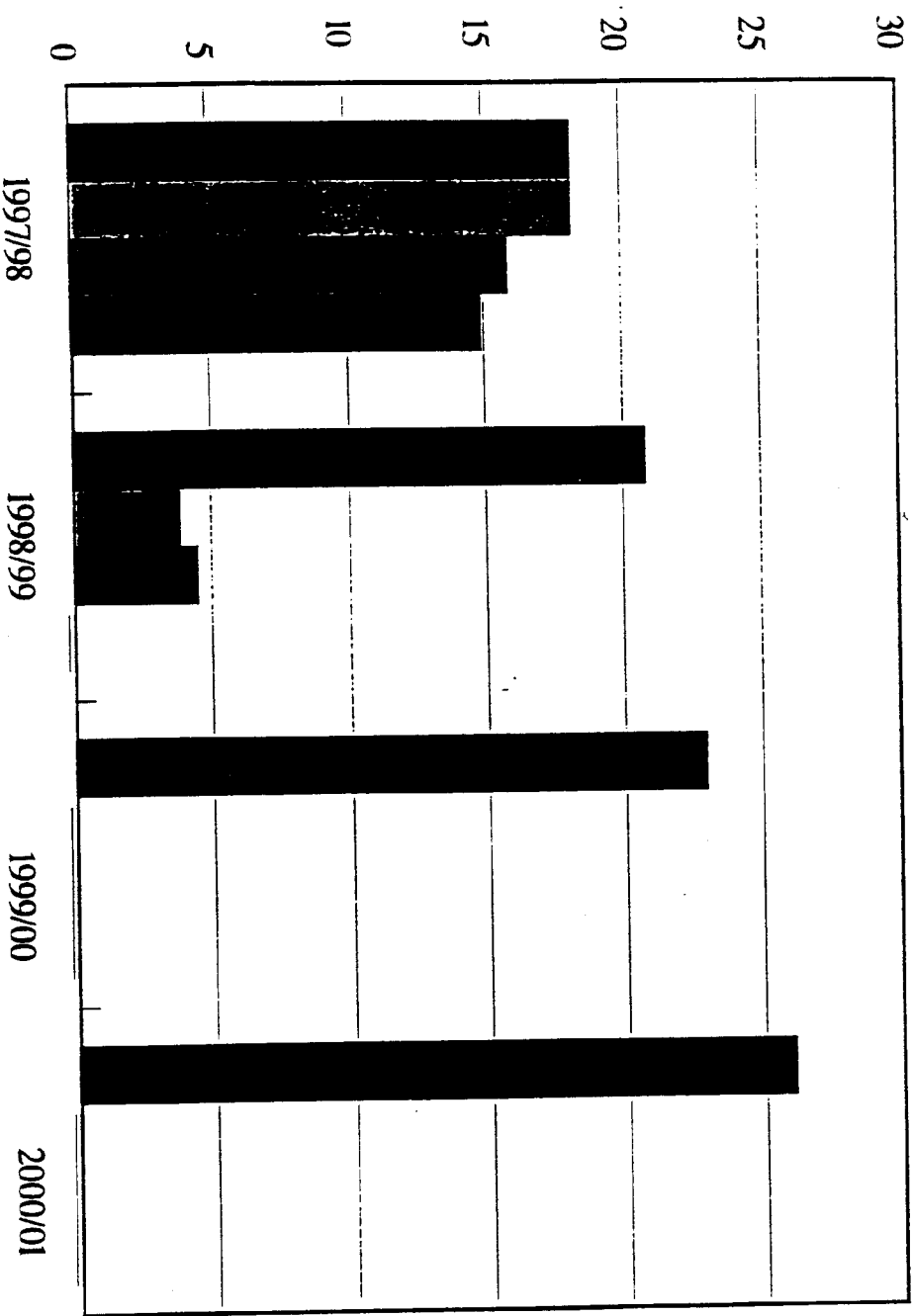
Exhibit E-2



Patient Treatments	1997/98	1998/99	1999/00	2000/01
Bayh-Dole	5,664	12,105	19,925	34,780
Baxter/Hausman Injunction	4,334	963	0	0
Modified Injunction	2,769	805	0	0
Shutdown	2,249	0	0	0

Exhibit F

CellPro, Inc. Research & Development Investment



■	Bayt-Dole Model
■	Baxter/Hausman Injunction
■	Modified Injunction
■	Shutdown

	1997/98	1998/99	1999/00	2000/01
R&D Expenditure \$Mill	18.2	20.8	23.0	26.1
Bayt-Dole	18.2	3.9	0	0
Baxter/Hausman Injunction	15.9	4.5	0	0
Modified Injunction	14.9	0	0	0
Shutdown	0	0	0	0