 UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Palatin Technologies, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

696077304
(CUSIP Number)

March 20, 2003
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | Rule 13d-1(b)
|X| Rule 13d-1(c)
| | Rule 13d-1(d)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

   ProQuest Investments, L.P.    04-3428180

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
   (a) [ ]
   (b) [x]  

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   Delaware

5. SOLE VOTING POWER
   NUMBER OF SHARES
      -0-

6. SHARED VOTING POWER
   OWNED BY 1,738,029

7. SOLE DISPOSITIVE POWER
   REPORTING PERSON WITH
      -0-

8. SHARED DISPOSITIVE POWER
   1,738,029

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
   1,738,029

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES** [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
   4.1%
12. TYPE OF REPORTING PERSON**
PN
** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304 13G Page 2 of 18 pages

1. NAMES OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
   ProQuest Companion Fund, L.P. 04-3428725

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
   (a) [ ]
   (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
   Delaware

5. SOLE VOTING POWER
   NUMBER OF
   -0-
   SHARES

6. SHARED VOTING POWER
   OWNED BY 22,535

7. SOLE DISPOSITIVE POWER
   REPORTING -0-
   PERSON WITH

8. SHARED DISPOSITIVE POWER
   22,535

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
   22,535

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES** [ ]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
   .1%

12. TYPE OF REPORTING PERSON**
   PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304 13G Page 3 of 18 pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

   ProQuest Investments II, L.P. 22-3764772

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
   (a) [ ]
   (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   Delaware

5. SOLE VOTING POWER
   NUMBER OF
   -0-
   SHARES

   BENEFICIALLY OWNED BY

   6. SHARED VOTING POWER
   OWNED BY
   4,297,975

   EACH

   7. SOLE DISPOSITIVE POWER
   REPORTING
   -0-
   PERSON WITH

   8. SHARED DISPOSITIVE POWER
   4,297,975

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
   4,297,975
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES** [-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.1%

12. TYPE OF REPORTING PERSON**

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304  13G  Page 4 of 18 pages

1. NAMES OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

   ProQuest Investments II Advisors Fund, L.P. 22-3784567

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
   (a) [-]  (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
   Delaware

5. SOLE VOTING POWER
   NUMBER OF SHARES -0- 

BENEFICIALLY

6. SHARED VOTING POWER
   OWNED BY 103,433

EACH

7. SOLE DISPOSITIVE POWER
   REPORTING -0- 

PERSON WITH

8. SHARED DISPOSITIVE POWER
<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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<tbody>
<tr>
<td>9.</td>
<td>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</td>
</tr>
<tr>
<td></td>
<td>103,433</td>
</tr>
<tr>
<td>10.</td>
<td>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**</td>
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<tr>
<td></td>
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</tr>
<tr>
<td>11.</td>
<td>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</td>
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<tr>
<td></td>
<td>.3%</td>
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<tr>
<td>12.</td>
<td>TYPE OF REPORTING PERSON**</td>
</tr>
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<td>PN</td>
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</tbody>
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** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304 13G Page 5 of 18 pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Associates LLC 04-3428185

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
(a) [ ]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER
NUMBER OF SHARES
-0-

6. SHARED VOTING POWER
OWNED BY
1,760,564
7. SOLE DISPOSITIVE POWER
8. SHARED DISPOSITIVE POWER
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12. TYPE OF REPORTING PERSON**

** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304                     13G                   Page 6 of 18 pages

1. NAMES OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

   ProQuest Associates II LLC         22-3764735

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  (a) [ ]  (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   Delaware

5. SOLE VOTING POWER
   NUMBER OF
-0-
SHARES  [ ]

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

4,401,408

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

-0-

PERSON WITH

8. SHARED DISPOSITIVE POWER

4,401,408

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,401,408

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.3%

12. TYPE OF REPORTING PERSON**

OO*

** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304 13G Page 7 of 18 pages

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jay Moorin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) [ ]

(b) [X]

3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6. SHARED VOTING POWER

OWNED BY

6,161,972

7. SOLE DISPOSITIVE POWER

REPORTING

-0-

PERSON WITH

8. SHARED DISPOSITIVE POWER

6,161,972

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,161,972

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

   [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

   14.3%

12. TYPE OF REPORTING PERSON**

   IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304       13G       Page 8 of 18 pages

1. NAMES OF REPORTING PERSONS

   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

   Alain Schreiber
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) [ ] (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   United States Resident Alien

5. SOLE VOTING POWER

   NUMBER OF
   -0-
   SHARES

6. SHARED VOTING POWER

   OWNED BY 6,161,972

7. SOLE DISPOSITIVE POWER

   REPORTING
   -0-
   PERSON WITH

8. SHARED DISPOSITIVE POWER

   6,161,972

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   6,161,972

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES** [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON**

   14.3%
1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Joyce Tsang

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
   (a) [ ]
   (b) [x]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   United States

5. SOLE VOTING POWER
   NUMBER OF
   -0-
   SHARES

   BENEFICIALLY OWNED BY
   6,161,972

6. SHARED VOTING POWER
   EACH

7. SOLE DISPOSITIVE POWER
   REPORTING
   -0-
   PERSON WITH

8. SHARED DISPOSITIVE POWER

   6,161,972

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   6,161,972

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**
    [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12. TYPE OF REPORTING PERSON**

14.3%

** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 696077304                     13G                  Page 10 of 18 pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Pasquale DeAngelis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**        (a) [ ]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER
NUMBER OF
-0-
SHARES

6. SHARED VOTING POWER
OWNED BY
-0-
6,161,972

7. SOLE DISPOSITIVE POWER
REPORTING
-0-
PERSON WITH

8. SHARED DISPOSITIVE POWER

6,161,972

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,161,972
Item 1(a). Name of Issuer.

Palatin Technologies, Inc. (the "Company").

Item 1(b). Address of Issuer’s Principal Executive Offices.

The Company’s principal executive offices are located at 4C Cedarbrook Drive, Cranbury, New Jersey 08512.

Items 2(a). Name of Person Filing.

This statement is filed on behalf of the following persons with respect to shares of commons stock of the Company and warrants to purchase shares of commons stock of the Company purchased by such persons (collectively, the "Shares") pursuant to certain Securities Purchase Agreements, dated March 20, 2003:

(i) ProQuest Investments, L.P., a Delaware limited partnership ("Investments"), with respect to Shares beneficially owned by it;

(ii) ProQuest Companion Fund, L.P., a Delaware limited partnership ("Companion Fund"), with respect to Shares beneficially owned by it;

(iii) ProQuest Investments II, L.P., a Delaware limited partnership ("Investments II"), with respect to Shares beneficially owned by it;

(iv) ProQuest Investments II Advisors Fund, L.P., a Delaware limited partnership ("Advisors Fund"), with respect to Shares beneficially owned by it;

(v) ProQuest Associates LLC, a Delaware limited liability company ("Associates"), as General Partner of Investments and Companion Fund, with respect to Shares beneficially owned by Investments and Companion Fund;
(vi) ProQuest Associates II LLC, a Delaware limited liability company ("Associates II"), as General Partner of Investments II and Advisors Fund, with respect to Shares beneficially owned by Investments II and Advisors Fund;

(vii) Jay Moorin, an individual and a member of Associates and Associates II ("Moorin"), with respect to Shares beneficially owned by Investments, Companion Fund, Investments II and Advisors Fund;

(viii) Alain Schreiber, an individual and a member of Associates and Associates II ("Schreiber"), with respect to Shares beneficially owned by Investments, Companion Fund, Investments II and Advisors Fund;

(ix) Joyce Tsang, an individual and a member of Associates and Associates II ("Tsang"), with respect to Shares beneficially owned by Investments, Companion Fund, Investments II and Advisors Fund; and

(xi) Pasquale DeAngelis, an individual and a member of Associates and Associates II ("DeAngelis"), with respect to Shares beneficially owned by Investments, Companion Fund, Investments II and Advisors Fund.

The foregoing persons hereinafter are referred to collectively as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence.

The address of the principal business office of each of the Reporting Persons is 600 Alexander Park, Suite 204, Princeton, New Jersey 08540.

Item 2(c). Citizenship.

Mr. Moorin, Ms. Tsang and Mr. DeAngelis are United States citizens. Mr. Schreiber is a United States resident alien. Investments, Companion Fund, Investments II and Advisors Fund are Delaware limited partnerships organized under the laws of the State of Delaware. Associates and Associates II are Delaware limited liability companies organized under the laws of the State of Delaware.

Item 2(d). Title of Class of Securities.

Common stock, par value $.01 per share.

Item 2(e). CUSIP Number.

696077304.

Item 3. If this statement is filed pursuant to 13d-1(c), check this box: |X|

If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c),
check whether the person filing is a:

(a)  |_| Broker or dealer registered under Section 15 of the Act,
(b)  |_| Bank as defined in Section 3(a)(6) of the Act,
(c)  |_| Insurance Company as defined in Section 3(a)(19) of the Act,
(d)  |_| Investment Company registered under Section 8 of the Investment Company Act of 1940,
(e)  |_| Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
(f)  |_| Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
(g)  |_| Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
(h)  |_| Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
(i)  |_| Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
(j)  |_| Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The percentages used herein and in the rest of Item 4 are calculated based upon the 43,049,356 Shares issued and outstanding, and shares issuable pursuant to the warrants issued by the Company, as of March 20, 2003, based upon a representation of the Company. As of the close of business on March 20, 2003:

A. ProQuest Investments, L.P.

(a) Amount beneficially owned: 1,738,029
(b) Percent of class: 4.1%
(c) (i) Sole power to vote or direct the vote: -0-

   (ii) Shared power to vote or direct the vote: 1,738,029

   (iii) Sole power to dispose or direct the disposition: -0-

   (iv) Shared power to dispose or direct the disposition: 1,738,029
B. ProQuest Companion Fund, L.P.
   (a) Amount beneficially owned: 22,535
   (b) Percent of class: .1%
   (c) (i) Sole power to vote or direct the vote: -0-
   (ii) Shared power to vote or direct the vote: 22,535
   (iii) Sole power to dispose or direct the disposition: -0-
   (iv) Shared power to dispose or direct the disposition: 22,535

C. ProQuest Investments II, L.P.
   (a) Amount beneficially owned: 4,297,975
   (b) Percent of class: 10.1%
   (c) (i) Sole power to vote or direct the vote: -0-
   (ii) Shared power to vote or direct the vote: 4,297,975
   (iii) Sole power to dispose or direct the disposition: -0-
   (iv) Shared power to dispose or direct the disposition: 4,297,975

D. ProQuest Investments II Advisors Fund, L.P.
   (a) Amount beneficially owned: 103,433
   (b) Percent of class: .3%
   (c) (i) Sole power to vote or direct the vote: -0-
   (ii) Shared power to vote or direct the vote: 103,433
   (iii) Sole power to dispose or direct the disposition: -0-
   (iv) Shared power to dispose or direct the disposition: 103,433

E. ProQuest Associates LLC
   (a) Amount beneficially owned: 1,760,564
   (b) Percent of class: 4.2%
(c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 1,760,564
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 1,760,564

F. ProQuest Associates II LLC

(a) Amount beneficially owned: 4,401,408
(b) Percent of class: 10.3%
(c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 4,401,408

G. Jay Moorin

(a) Amount beneficially owned: 6,161,972
(b) Percent of class: 14.3%
(c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 6,161,972
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 6,161,972

H. Alain Schreiber

(a) Amount beneficially owned: 6,161,972
(b) Percent of class: 14.3%
(c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 6,161,972
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 6,161,972

I. Joyce Tsang

(a) Amount beneficially owned: 6,161,972

(b) Percent of class: 14.3%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,161,972

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,161,972

J. Pasquale DeAngelis

(a) Amount beneficially owned: 6,161,972

(b) Percent of class: 14.3%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,161,972

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,161,972

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [__] 

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, a number of the Shares which represents more than five percent of the number of outstanding shares of the Shares.


Not Applicable.
Item 8. Identification and Classification of Members of the Group.

Not Applicable.


Not Applicable.

Item 10. Certifications.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 696077304                     13G                  Page 17 of 18 pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: March 31, 2003

/s/ Pasquale DeAngelis

Pasquale DeAngelis, individually, as a member of ProQuest Associates LLC and ProQuest Associates II LLC, as a member of ProQuest Associates LLC on behalf of ProQuest Investments, L.P. and ProQuest Companion Fund, L.P., and as a member of ProQuest Associates II LLC on behalf of ProQuest Investments II, L.P. and ProQuest Investments II Advisors Fund, L.P.

/s/ Jay Moorin*

Jay Moorin, individually, as a member of ProQuest Associates LLC on behalf of ProQuest Investments, L.P. and ProQuest Companion Fund, L.P.; and as a member of ProQuest Associates II LLC on behalf of ProQuest Investments II, L.P. and ProQuest Investments II Advisors Fund, L.P.
Alain Schreiber, individually, as a member of ProQuest Associates LLC on behalf of ProQuest Investments, L.P. and ProQuest Companion Fund, L.P.; and as a member of ProQuest Associates II LLC on behalf of ProQuest Investments II, L.P. and ProQuest Investments II Advisors Fund, L.P.

Joyce Tsang, individually, as a member of ProQuest Associates LLC on behalf of ProQuest Investments, L.P. and ProQuest Companion Fund, L.P.; and as a member of ProQuest Associates II LLC on behalf of ProQuest Investments II, L.P. and ProQuest Investments II Advisors Fund, L.P.

*By: /s/ Pasquale DeAngelis
Pasquale DeAngelis, Attorney-in-Fact