



Dr. Alfred Bader 2961 North Shepard Avenue Milwaukee, Wisconsin 53211

March 17, 1995

Dr. Thomas E. D'Ambra President Albany Molecular Research, Inc. 21 Corporate Circle Albany, NY 12203

Dear Dr. D'Ambra:

I enjoyed meeting you in Nashville, and I am sorry that my reply to your letter of February 28th was delayed because I had to go to the Pittsburgh Conference in New Orleans.

I had just finished reading the confidential business plan which sent me when you called me yesterday.

I am really intrigued by the quality and competence of you and your people.

However, I don't think that it would be sensible for me to become a Director of your company for two reasons: (1) Sigma and Aldrich are potential customers and if Tom Cori learned that I was on your Board of directors, he would summarily tell the companies' purchasing departments not to buy anything from you; and (2) it is not at all easy to travel from Milwaukee to Albany, and my travel schedule keeps me away from Milwaukee at least four months per year, and so it would be very difficult to attend your Board meetings regularly.

I return the confidential business plan but am keeping the description, and if I have your permission, I would like to share the this with some of the purchasing people at Aldrich who have remained my good friends. That might lead to more business with you.



Dr. Thomas E. D'Ambra March 17, 1995 Page Two

Incidentally, there is no chance of Sigma competing with you because Sigma is simply not interested in custom work. Aldrich is, to some extent, but the people at Aldrich are so busy and so centered on making compounds for the catalogue that Aldrich is not a real competitor of Albany Molecular Research.

Please do let me know if I may share the material I have kept with Aldrich.

Also, I might well be interested in investing in your company when next you go to the market.

With all good wishes, I remain,

Yours sincerely,

and Baaz AB/cw



Albany Molecular Research, Inc.

21 Corporate Circle Albany, NY 12203, USA 518-464-0279 518-464-0289 Fax

February 28, 1995

Alfred Bader, Ph.D. Alfred Bader Fine Arts Astor Hotel Suite 622 924 East Juneau Avenue Milwaukee, WI 53202

Dear Dr. Bader,

I appreciated the opportunity to speak with you briefly at the Informex reception about Albany Molecular Research, Inc. and our inquiry about whether you would be willing to consider a position as a Board Director.

In order to provide you with information on Albany Molecular Research, I have enclosed several pieces of information. The company was formed in the summer of 1991. We recognized an unmet niche in supplying low volume, high value added chemicals and chemical research support to our colleagues in the pharmaceutical industry. The growth and success of our business has supported the value of this growing segment of custom chemistry.

We believed, also, that the contract business would enable us to establish an infrastructure of facility, equipment and talent which could be utilized to pursue the development of our own proprietary technology. Although the bulk of our efforts to date have focused on the contract side of the business, we have had limited opportunity to work in three areas (terfenadine carboxylic acid, cholesterol metabolite and vitamin D derivatives), and we have developed technology which will lead to potential licensing revenue. These areas are discussed further in the enclosed Business Plan. [I want to point out that the Plan is enclosed primarily to provide you with detailed information on the company. Please note that it was written in the early autumn of 1994 and much has happened since then that I would be delighted to share with you.]

The business has reached a point where we are now looking at a significant expansion in 1995. Furthermore we would like to add at least two "outsiders" to the Board, individuals who will be able to aid the company as it continues its goal of becoming a prominent entity.

I appreciate your taking the time to review our materials. I hope you will be interested in learning more about Albany Molecular Research, and possibly visiting our facility. Please let me know if there is any additional information beyond what is enclosed that I can provide. I look forward to hearing from you.

Sincerely, homas (

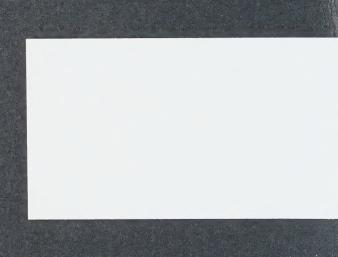
Thomas E. D'Ambra, Ph.D. President



Thomas E. D'Ambra, Ph.D. President 518-464-0279

Albany Molecular Research, Inc.

21 Corporate Circle, Albany, NY 12203, USA Fax: 518-464-0289



Albany Molecular Research, Inc. Organic Custom Synthesis and Expertise

21 Corporate Circle Albany, NY 12203 Phone: (518) 464-0279 Fax: (518) 464-0289

What does Albany Molecular Research, Inc. Do?

Albany Molecular Research, Inc. is a custom chemistry company formed in 1991 and is built upon a group of highly *skilled* and *experienced chemists* formerly employed with other pharmaceutical entities. Albany Molecular Research, Inc. provides a human and technical *resource* which can increase productivity and add value to an organization's technology.

Albany Molecular Research, Inc. has fulfilled orders ranging from simple to sophisticated; from supplying starting materials to developing proprietary synthesis technologies to medicinal chemistry projects to consulting. Made to order chemicals have been supplied in amounts from a few milligrams to several kilograms.

Albany Molecular Research, Inc. is anchored around an accomplished group of scientists. They are capable of handling very difficult assignments, and have particular experience in manufacturing enantiomers by modern techniques.

With the on site availability of a 300 MHz multinuclear NMR, the staff is able to succeed with sophisticated structural manipulations. The staff is committed to *meeting timelines* and *respecting confidentiality*. Our mission is to provide you with a resource of the same high standards and quality which you expect of yourselves. We believe that the best way to do this is to be honest, reliable, and ready to respond quickly at any stage of your project.

All interactions are held in strictest confidence. All inquiries are welcome.

What Can Albany Molecular Research Do For You?

Services are customized to meet the needs of the individual customer. The following list offers a general overview of the scope of services provided. The company is especially suited to succeed in projects which require problem solving.

Custom Synthesis:

- Starting materials, intermediates, etc.
- Enantiomer preparation
- Metabolites
- Development of procedures to prepare new/existing compounds
- Experience with a broad range of structural classes
- Consulting

Medicinal Chemistry:

- Lead discovery
- SAR studies
- Lead optimization
- Consulting

Chemical Development:

- Kilogram quantities
 - Custom orders
- Process development
- Process optimization
- cGMP applicable
- Consulting

Analytical Chemistry

- HPLC methods (enantiomers, semipreparative capability, etc.)
- Structure elucidation
- Consulting

Scientific and Technical Writing

Phone: (518) 464-0279 Fax: (518) 464-0289 Albany Molecular Research is proud to announce its ability to provide custom cGMP synthesis.

Starting in 1994, Albany Molecular Research now offers the synthesis of compounds prepared under cGMP guidelines for use in human subjects.

GMP projects are performed in a state of the art, isolated laboratory and fully supported by Quality Assurance and Quality Control personnel. Operations are performed to meet FDA scrutiny.

The facility is equipped to handle projects ranging from gram quantities up to approximately five kilograms.

In addition to support in chemical synthesis, medicinal chemistry and chemical development, Albany Molecular Research can now provide:

Synthesis under cGMP guidelines

- Development of Batch Records
- Process validation
- Reference standards
- Analytical methods
- QA/QC support
- cGMP synthesis
- Validation of chemistry and methods
- Development reports, FDA submissions

Albany Molecular Research, Inc. Organic Custom Synthesis and Expertise

21 Corporate Circle Albany, NY 12203

Phone: (518) 464-0279 Fax: (518) 464-0289



ALBANY MOLECULAR RESEARCH, INC. 21 Corporate Circle Albany, New York 12203 (518) 464-0279

Contents

February 24, 1995

What does AMR do?

Why do customers use AMR?

Chemistry Services:

Medicinal chemistry

Organic synthesis/chemical development

Analytical chemistry

Scientific and technical writing

Synthesis under GMP guidelines

Chemistry Staff

Facility

Equipment



Established in 1991

AMR provides research support and made to order manufacturing in Organic Chemistry

AMR is a resource

AMR conducts its operations under strict confidentiality relationships

AMR is committed to providing the highest quality of service and science to its customers

AMR can add value to its customer's proprietary technology

- Organic Synthesis
- Medicinal Chemistry
- Chemical Development
- Scientific and Technical Writing
- Technical Consulting

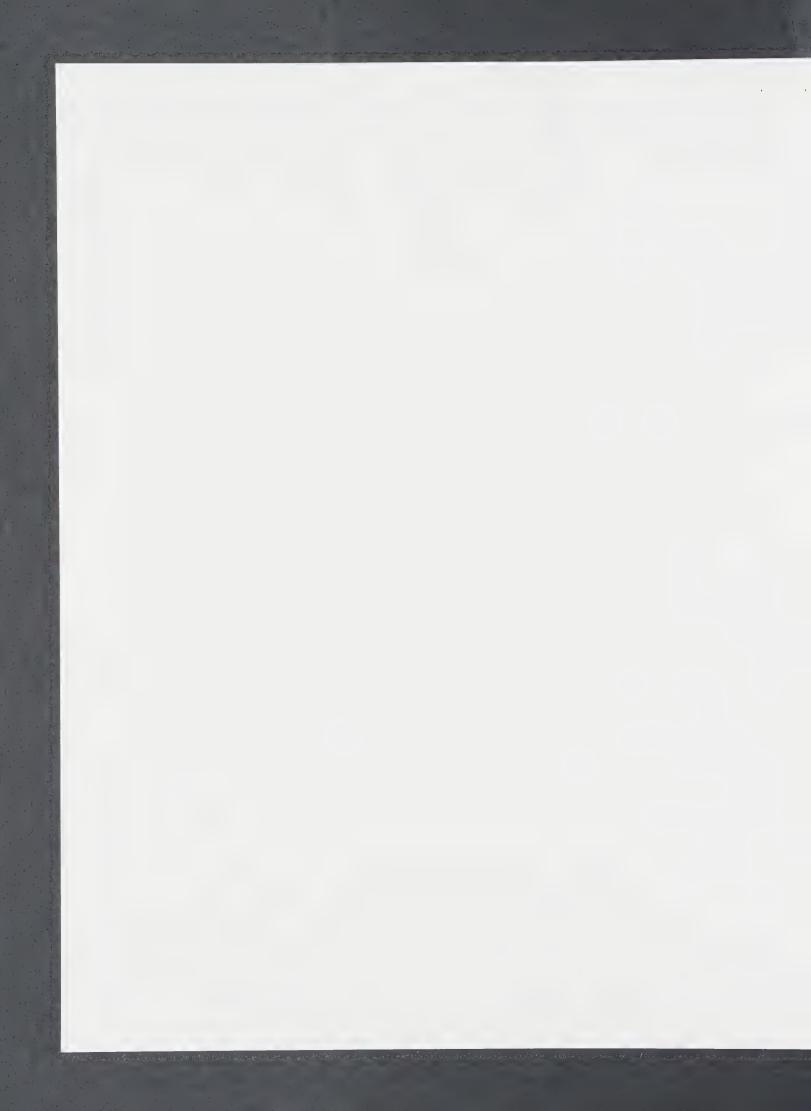
Resource

- experienced chemists
- practical synthetic and medicinal chemistry experience

Why do customers use AMR?

- serve as customer's chemistry department(s), or as an expansion of existing resources
- increase level of resource and support of customer to maximize pharmaceutical research productivity
- Results!!

AMR has contributed patentable technology to a significant number of customer projects



Customers

- Pharmaceutical companies
- Biopharmaceutical companies
- Generic Drug industry
- Biotechnology companies
- Chemical companies
- Miscellaneous R&D organizations



Medicinal Chemistry

Lead discovery, lead development or lead optimization

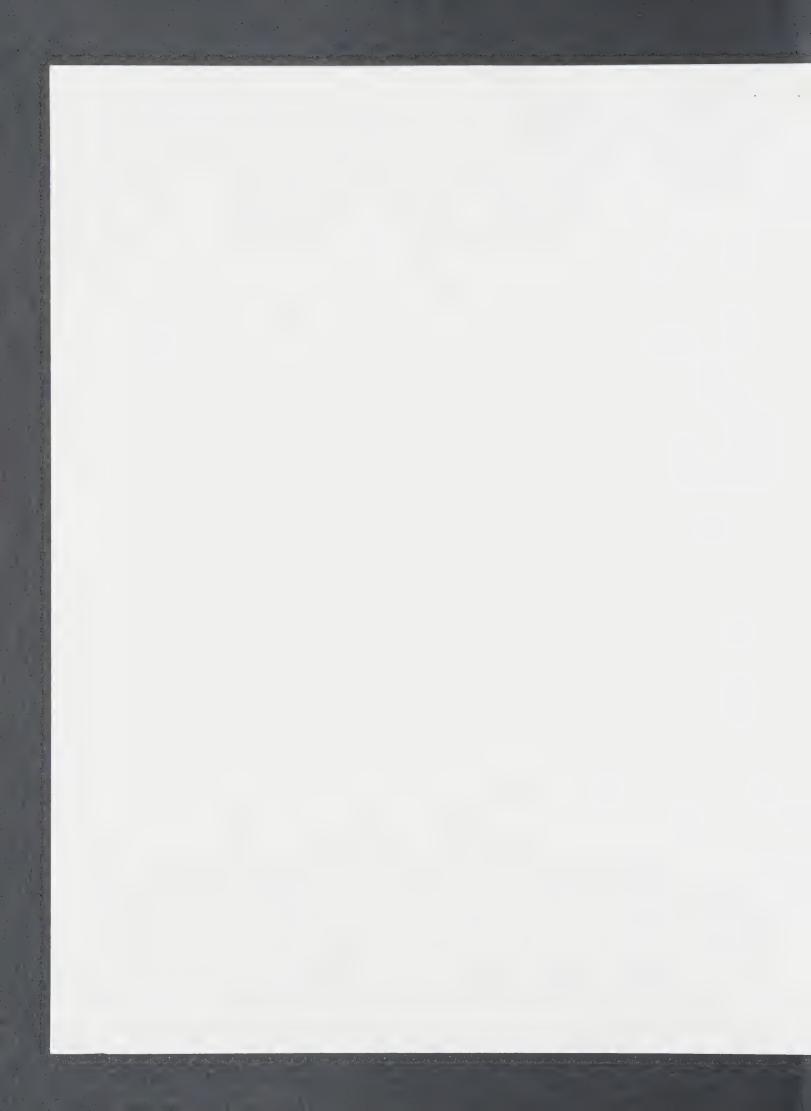
- Design and synthesis of test drug substances
 - Structure-activity relationship (SAR) studies
 - de Novo synthesis
- "Fast follower" group (chemistry "SWAT Team")
 - quickly prepare a number of analogs around an active lead
 - synthesize compounds to broaden patent coverage

• Problem solving

- design and synthesize compounds with improved

pharmacokinetics (improved absorption, improved solubility, increased half-life, decreased metabolism)

- modify biochemical selectivity
- improved tox profile
- Technical Consulting
- Structure-based drug discovery: integrate chemical synthesis, computer modeling, biochemical mechanisms, macromolecular structure



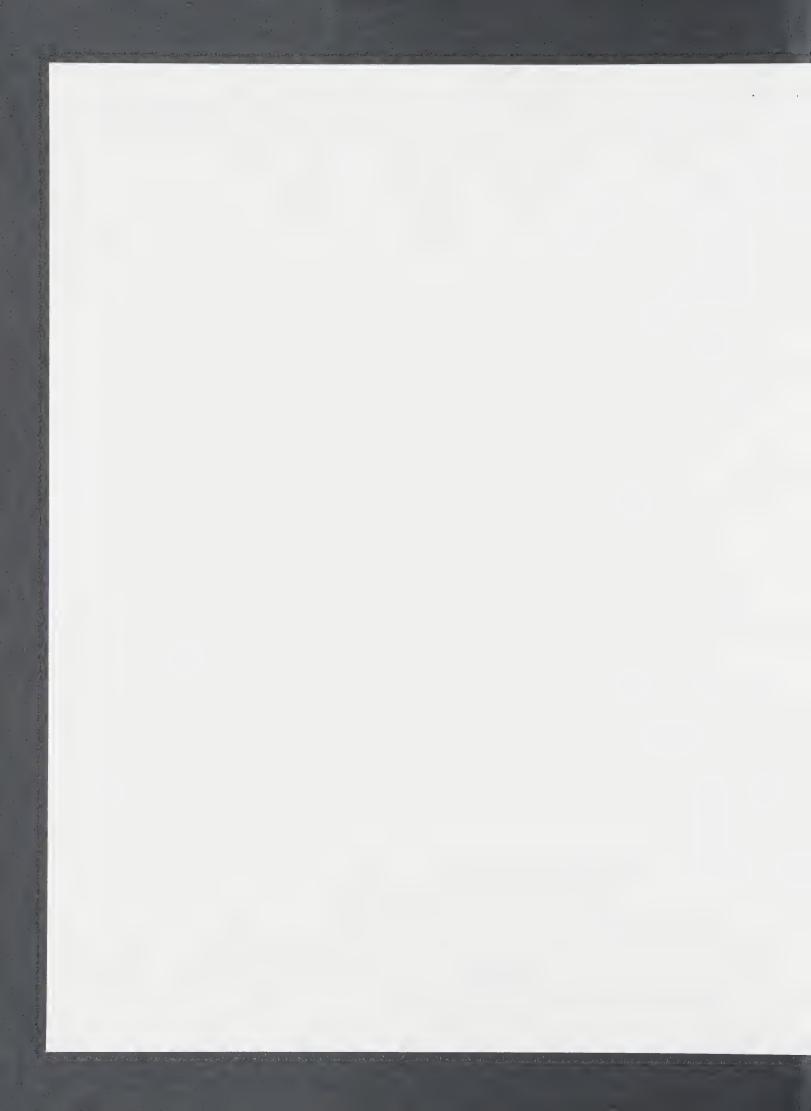
Organic Synthesis and Chemical Development

Custom Synthesis

- starting materials and intermediates
- reference compounds (literature, competitor)
- metabolites (putative or known)
- resolution of enantiomers, chiral synthesis
- stable isotope derivatives
- repeat samples
- expensive and rare reagents
- process impurities, by-products
- polymorphs, salts
- problem solving
- consulting
- experience with a broad range of structural classifications

Chemical Development

- intermediate and kilogram quantities
- improvement or modification of existing processes (process optimization)
- develop new routes to prepare existing compounds (process development)
- problem solving
- develop practical purification techniques
- consulting
- GMP applicable



Analytical Chemistry

HPLC Methods development

- "normal" analytical separations
- separation of enantiomers
- separation of, determination of impurities
- semi-preparative isolation

Wet chemistry assays

Consulting

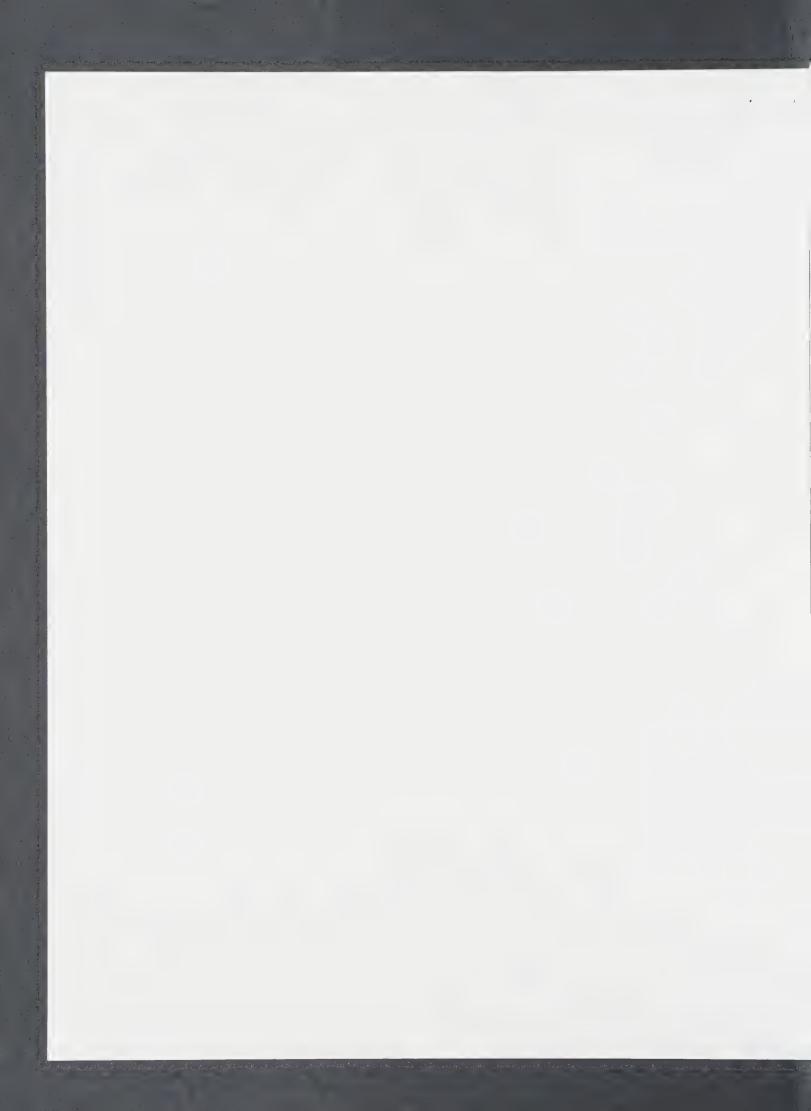
- structure elucidation
- assist in choice of and development of analytical methods

Implement and support USP Test Methods

NMR Services

- obtain standard proton and carbon spectra following strict Standard Operating Procedures
- non-routine NMR experiments

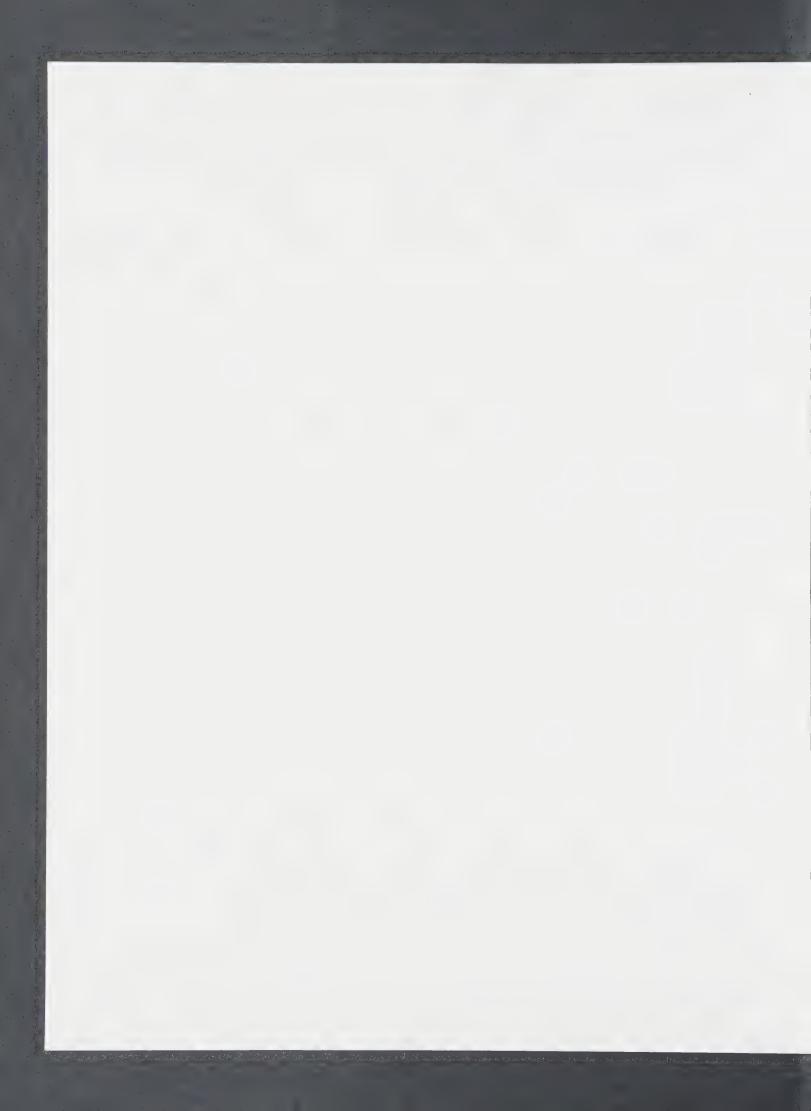
Utilize FDA-registered subcontractors for a range of additional analytical services



Scientific and Technical Writing Services

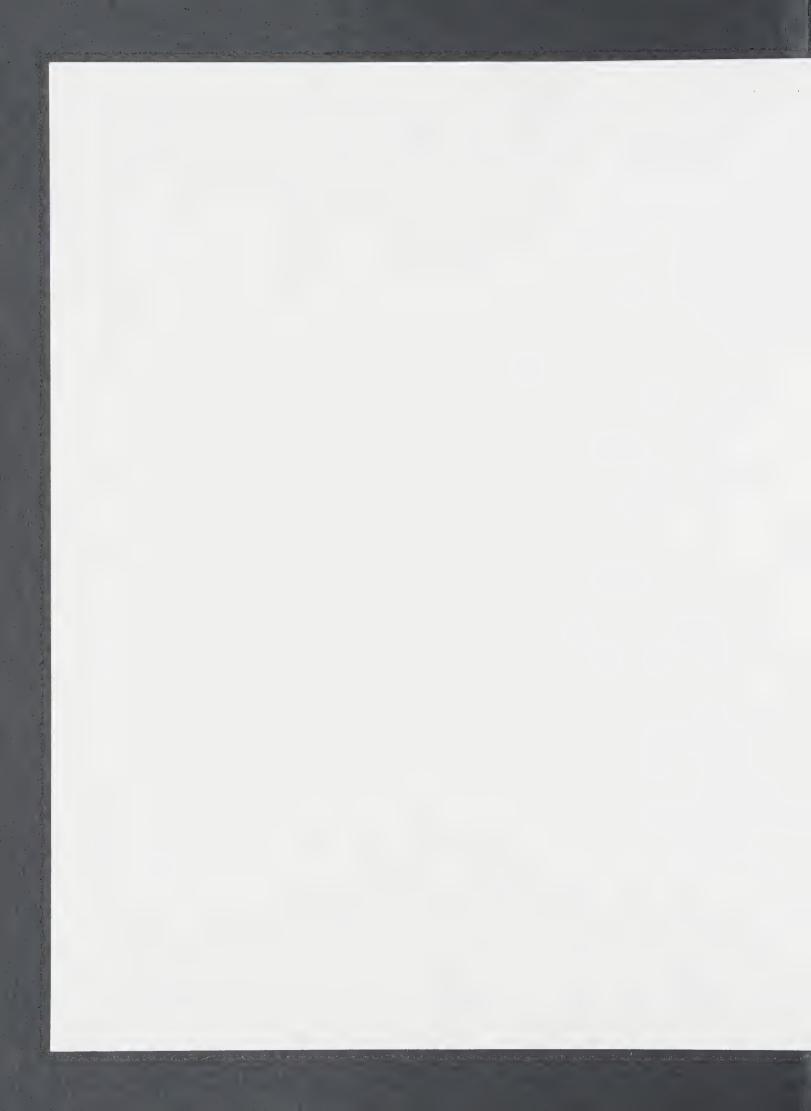
Technically trained scientists provide a resource of experienced writers for:

- Experimental procedures
- Patent applications
- Regulatory documents, applications and filings
- Manuscripts
- Miscellaneous technical documents
- Confidentiality assured



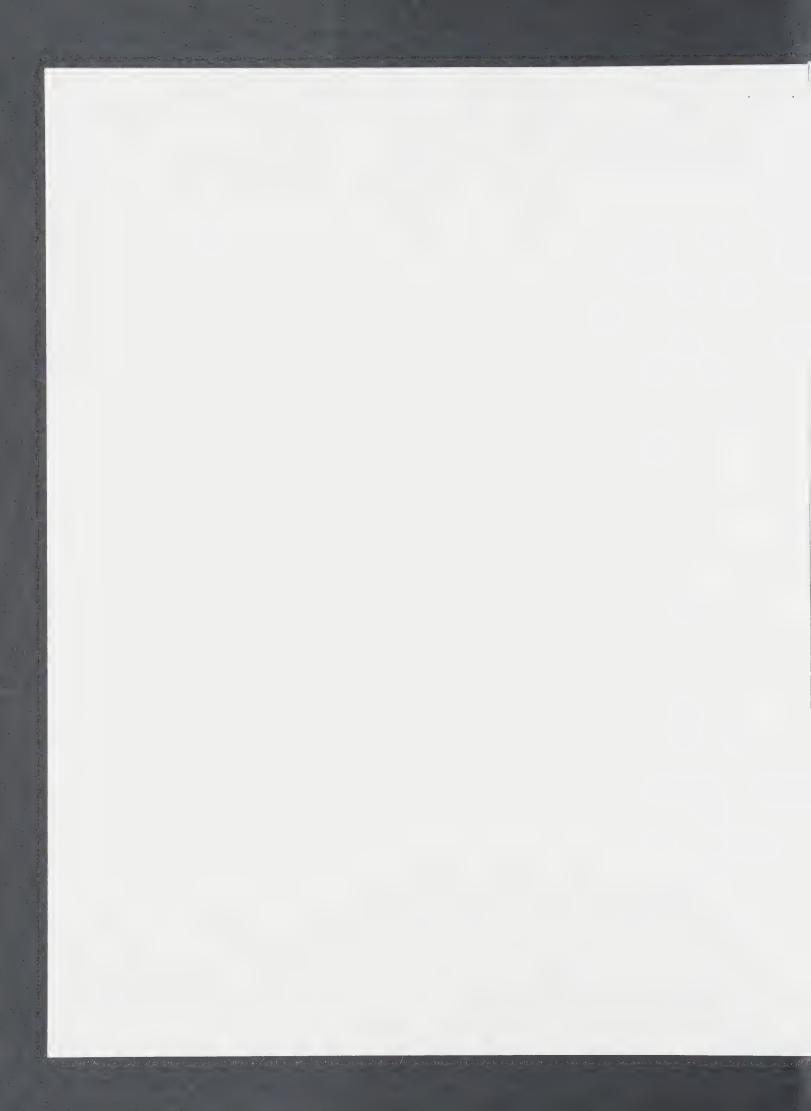
Synthesis Under GMP Guidelines

- Laboratory scale capability
- State of the art, isolated facility
- Gram quantities up through several kilograms
- Process development and implementation
- Development of Batch Records
- Process validation
- Reference standard synthesis and purification
- Analytical methods development and validation
- QA/QC support
- GMP synthesis



Chemistry Staff

- Significant experience in pharmaceutical chemical research
- Fourteen chemists
- Primarily Ph.D. level, or equivalent accomplishment
- Equally comfortable in following established chemistry, or developing syntheses from scratch
- Particular strength in problem solving and contributing solutions and improvements to projects



Chemistry Staff

Thomas E. D'Ambra, Ph.D. President, Director of Research

- 1982 Ph.D., MIT
- 1982-1989 Sterling Winthrop
 Group Leader, Co-Project Leader
- 1989-1991 Coromed, Inc.

Founder

Vice President, Chemistry

• 1991 Albany Molecular Research, Inc.

Extensive experience and accomplishment in chemical synthesis and medicinal

chemistry

Chester J. Opalka

Vice President, Research Leader

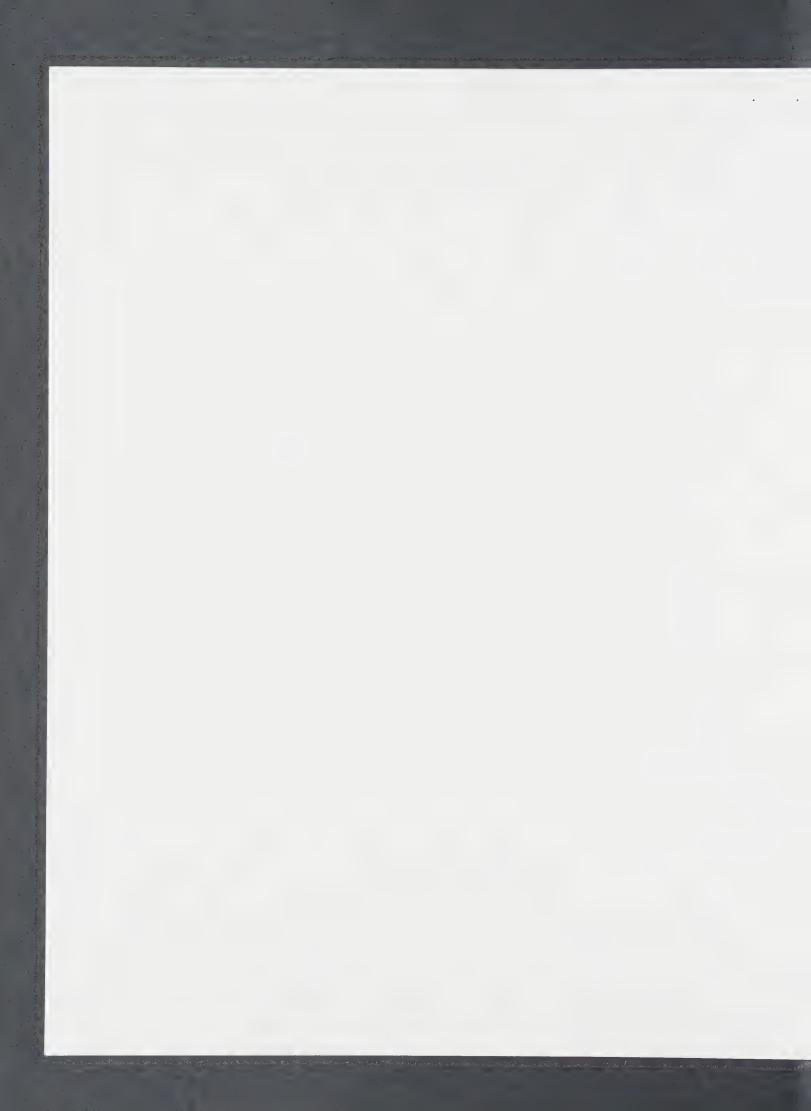
- 1970 B.S., Niagara University
- 1970-1991 Sterling Winthrop
- 1991 Coromed, Inc.
- 1991 Albany Molecular Research, Inc.

Over 20 years experience and accomplishment in chemical development, process

research and medicinal chemistry

27 US Patents

Co-Inventor of amrinone



Chemistry Staff (CONT'D)

Garry M. Pilling

Group Leader

- 1974 B.S., Norwich University
- 1974-1993 Sterling Winthrop

Group Leader

1993 Albany Molecular Research, Inc.

Accomplished expertise in medicinal chemistry and chemical development

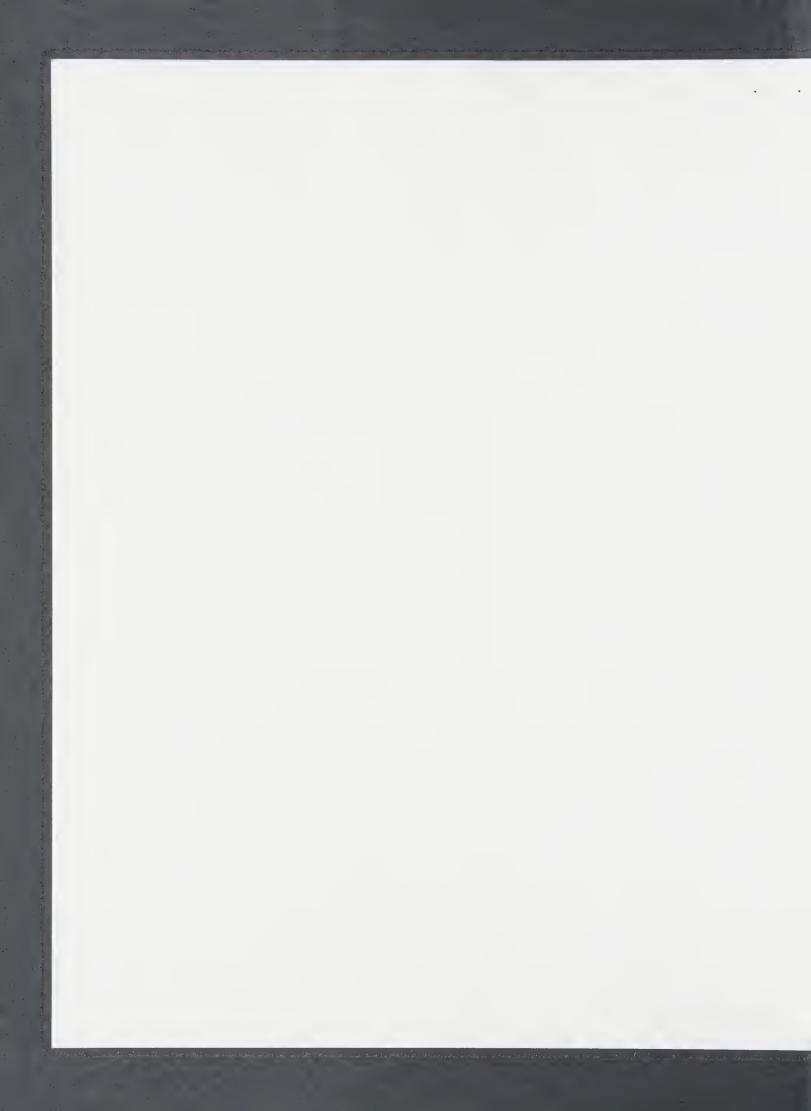
William A. Boulanger, Ph.D. Group Leader

- 1984 Ph.D., University of Illinois
- 1985-1990 FMC Corporation
- 1990-1993 MediChem Research, Inc.
 Director of Laboratory Operations Senior Research Scientist
- 1994 Albany Molecular Research, Inc.

Creative problem solver with extensive experience and accomplishment

William B. Geiss, Ph.D. Senior Research Chemist

- 1993 Ph.D., Rensselaer Polytechnic Institute
- 1992 Albany Molecular Research, Inc.



Chemistry Staff (CONT'D)

Jian-long Chen, Ph.D.

Senior Research Chemist

- 1986 Ph.D., Shanghai Institute of Organic Chemistry
- 1988-1989 Humboldt Foundation Fellow
 University of Bonn
- 1990-1992 Postdoctoral, SUNY Stony Brook
- 1992 Albany Molecular Research, Inc.

Lisa D. Coutts, Ph.D. Senior Research Chemist

- 1991 Ph.D., Syracuse University
- 1992-1993 Postdoctoral, Wesleyan University
- 1993 Albany Molecular Research, Inc.

Brian T. Gregg, Ph.D.

Senior Research Chemist

- 1993 Ph.D., Rensselaer Polytechnic Institute
- 1993 Albany Molecular Research, Inc.

Steven A. Corlett, Ph.D. Senior Research Chemist

- 1993 Ph.D., University at Albany (SUNY)
- 1993-1994 Postdoctoral, University at Albany (SUNY)
- 1994 Albany Molecular Research, Inc.



Chemistry Staff (CONT'D)

John E. Reilly, Ph.D.

Senior Research Chemist

- 1995 Ph.D., Rensselaer Polytechnic Institute
- 1995 Albany Molecular Research, Inc.

Stephen W. Fordham

Quality Assurance Manager

- 1990 B.S., Siena College
- 1992 M.B.A., Clarkson University
- 1992 Albany Molecular Research, Inc.

Russell J. DeOrazio

Research Chemist

- 1992 B.S., Siena College
- 1994 M.S., University at Albany (SUNY)
- 1995 Albany Molecular Research, Inc.

Ronald G. Powles

Research Chemist, Quality Control

- 1954 B.A., Hope College
- 1954-1993 Sterling Winthrop
- 1993 Albany Molecular Research, Inc.

James H. Ackerman, Ph.D.

Senior Research Chemist

- 1954 Ph.D., University of Wisconsin
- 1958-1993 Sterling Winthrop

Medicinal Chemistry Department

• 1993 Albany Molecular Research, Inc. (part time)



Facility

- Established June 20, 1991
- Former member of Rensselaer Polytechnic Institute's Incubator
- December of 1992, relocated to Albany facility
 - 11,500 ft²
 - two 1500 ft² synthesis labs (GLP)
 - 10 fume hoods (6 and 8 foot)

(three are walk-in type to permit larger scale equipment)

GMP Lab

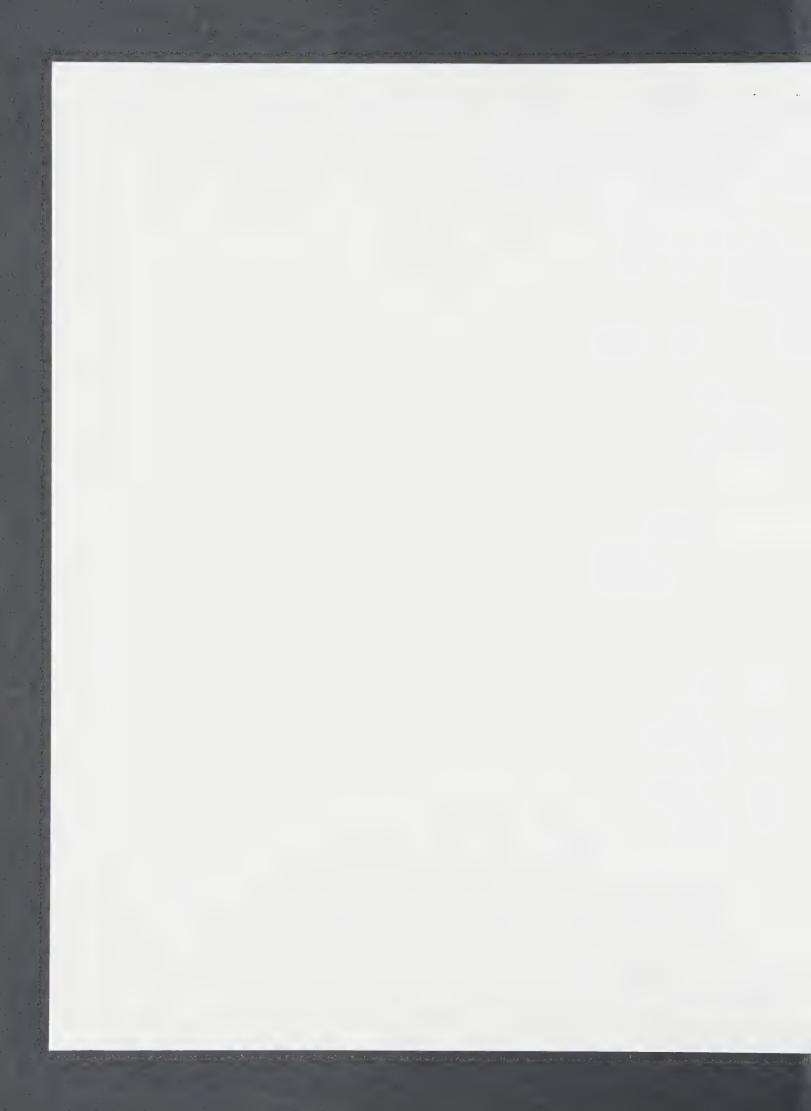
- 500 ft²
- isolated facility
- walk-in hood
- dedicated equipment to prepare up to ≈ 5 kg under FDA guidelines

Instrument Room

Quality Control Laboratory

Expansion area

- 4000 ft²
- expected fit up in 1995



Equipment

Glassware to 72 liter (-78 °C to reflux)

15 liter high pressure reactor

Parr hydrogenator

Photochemical equipment (and expertise to utilize over broad range of chemistry)

Pilot lab size ozone generator

NMR: 300 MHz Bruker WM 300 instrument

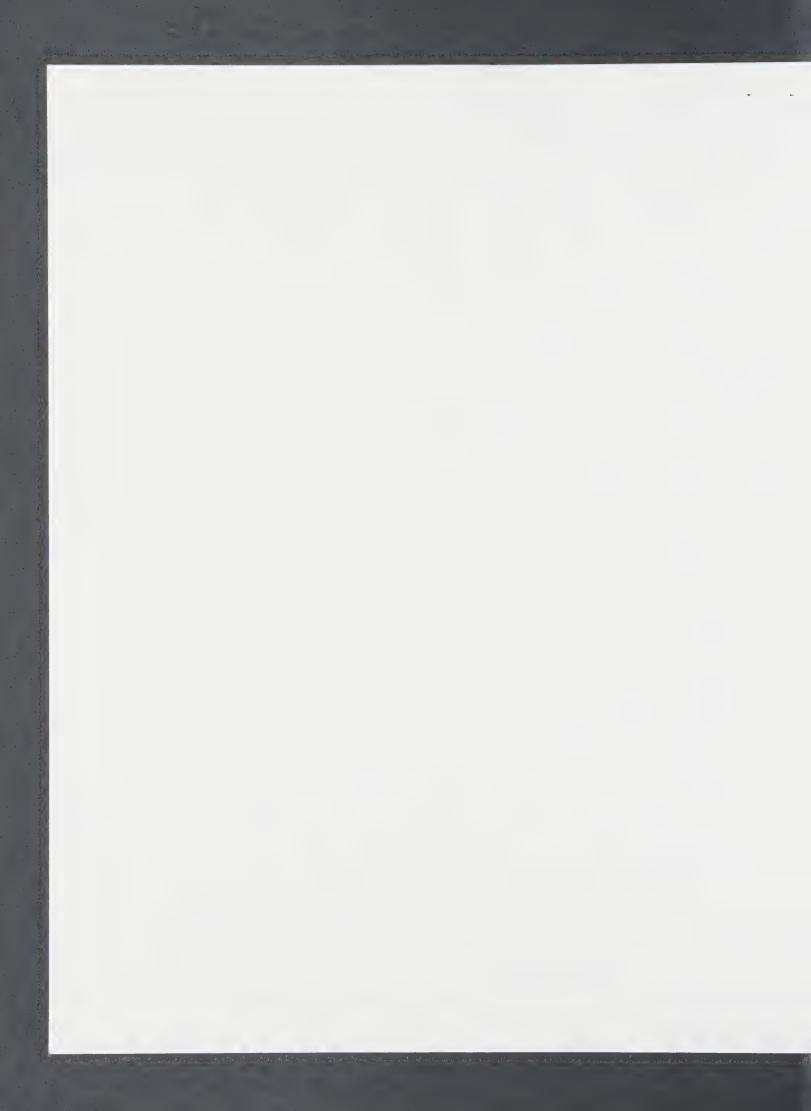
- proton-carbon 5 mm dual probe
- multinuclear 10 mm broad band probe
- full range of 2D software

IR: Perkin-Elmer Model 1330 Infrared Spectrophotometer

Polarimeter: Perkin-Elmer Model 243B instrument

HPLC: Gilson HPLC with gradient capabilities, variable wavelength UV detector

Also available: GC, 200 and 500 MHz NMRs, FT-IR, MS, GC-MS, UV-Vis, preparative HPLCs



SUMMARY

Why use AMR:

Chemical research in pharmaceutical drug discovery and development is often limited by available resources in manpower, equipment and expertise.

Resource:

AMR is a resource which can help overcome barriers to meeting project goals, and increasing the ability to make timely progress on multiple projects

Competence:

The staff at AMR is anchored upon a core nucleus of seasoned industry professionals. Strict attention and high standards with regard to quality, timeliness, confidentiality and satisfaction are guaranteed.



Albany Molecular Research, Inc.

21 Corporate Circle Albany, NY 12203, USA 518-464-0279 518-464-0289 Fax

March 20, 1995

Alfred Bader, Ph.D. 2961 North Shepard Avenue Milwaukee, WI 53211

Dear Dr. Bader,

Thank you for your kind letter of March 17th. I was sorry of your decision to decline to become more associated with Albany Molecular Research at this time, but I can appreciate the many demands on your time and your reasons for the choice.

You asked about whether you could share information about us with Aldrich. Please feel free to do so. We have worked, a little bit, with Aldrich and Sigma before. Although we do not often get involved in preparing chemicals for the catalog companies because we can't economically compete, there may be areas where the staff's expertise in custom synthesis could be a resource for Aldrich.

If you do happen to be in or near the Albany area, I would be delighted to show you our operation. I appreciated your time to look over the information about our company, your kind words, and the opportunity to meet you. I look forward to speaking with you again someday.

Sincerely,

homas (V

Thomas E. D'Ambra, Ph.D. President

