

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. ____) (1)

Discovery Partners International, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

25467510
(CUSIP Number)

December 31, 2000
(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)
 Rule 13d-1(c)
 Rule 13d-1(d)

(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 ("Act") 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).

CUSIP NO. 25467510

13G

Page 2 of 38 pages.

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Mayfield VIII, a California Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

- 3.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.

California

SOLE VOTING POWER

- 5.

NUMBER OF

-0-

SHARES -----

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 2,145,775

EACH -----

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON -----

WITH 8. -0-

SHARED DISPOSITIVE POWER

2,145,775

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,145,775

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

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.0%

12. TYPE OF REPORTING PERSON

PN

CUSIP NO. 25467510 13G Page 3 of 38 pages.

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Mayfield VIII Management, L.L.C.

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 5.

SHARES -----

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 2,145,775

EACH -----

REPORTING 7. SOLE DISPOSITIVE POWER

-0-

PERSON

SHARED DISPOSITIVE POWER

WITH

8.

2,145,775

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,145,775

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

[_]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.0%

TYPE OF REPORTING PERSON

12.

OO

CUSIP NO. 25467510

13G

Page 4 of 38 pages.

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Mayfield Associates Fund II, a California Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a) [_]

(b) [X]

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

California

SOLE VOTING POWER

5.

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

112,928

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.

-0-

PERSON

SHARED DISPOSITIVE POWER

WITH

8.

112,928

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

112,928

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0.5%

TYPE OF REPORTING PERSON

12.

PN

CUSIP NO. 25467510

13G

Page 5 of 38 pages.

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Yogen K. Dalal

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

U.S.

SOLE VOTING POWER

5.

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

6.

BENEFICIALLY

OWNED BY

2,258,703

EACH

SOLE DISPOSITIVE POWER

7.

REPORTING

-0-

PERSON

SHARED DISPOSITIVE POWER

8.

WITH

2,258,703

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,258,703

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.5%

12. TYPE OF REPORTING PERSON
IN

CUSIP NO. 25467510

13G

Page 6 of 38 pages.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

F. Gibson Myers, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER
NUMBER OF		
SHARES		-0-
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		2,258,703
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		-0-
WITH	8.	SHARED DISPOSITIVE POWER
		2,258,703

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,258,703

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.5%

12. TYPE OF REPORTING PERSON
IN

CUSIP NO. 25467510

13G

Page 7 of 38 pages.

NAME OF REPORTING PERSON
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Kevin A. Fong

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2. (a)
(b)

SEC USE ONLY
3.

CITIZENSHIP OR PLACE OF ORGANIZATION
4.
U.S.

SOLE VOTING POWER
5.
NUMBER OF
SHARES -0-

SHARED VOTING POWER
6.
BENEFICIALLY
OWNED BY 2,258,703

SOLE DISPOSITIVE POWER
7.
EACH
REPORTING
PERSON -0-

SHARED DISPOSITIVE POWER
8.
WITH 2,258,703

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9.
2,258,703

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.
9.5%

TYPE OF REPORTING PERSON
12.
IN

CUSIP NO. 25467510

13G

Page 8 of 38 pages.

NAME OF REPORTING PERSON
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

William D. Unger

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

U.S.

SOLE VOTING POWER

5.

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

2,258,703

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.

-0-

PERSON

SHARED DISPOSITIVE POWER

WITH

8.

2,258,703

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,258,703

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.5%

TYPE OF REPORTING PERSON

12.

IN

CUSIP NO. 25467510

13G

Page 9 of 38 pages.

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Wendell G. Van Auken, III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a) []

(b) [X]

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

U.S.

5. SOLE VOTING POWER
NUMBER OF SHARES -0-

6. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,258,703

7. SOLE DISPOSITIVE POWER
PERSON -0-

8. SHARED DISPOSITIVE POWER
WITH 2,258,703

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,258,703

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.5%

12. TYPE OF REPORTING PERSON
IN

CUSIP NO. 25467510 13G Page 10 of 38 pages.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Michael J. Levinthal

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

5. SOLE VOTING POWER
NUMBER OF SHARES -0-

6. SHARED VOTING POWER
BENEFICIALLY

OWNED BY 2,258,703

EACH 7. SOLE DISPOSITIVE POWER

REPORTING PERSON -0-

WITH 8. SHARED DISPOSITIVE POWER 2,258,703

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,258,703

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.5%

12. TYPE OF REPORTING PERSON IN

CUSIP NO. 25467510

13G

Page 11 of 38 pages.

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

A. Grant Heidrich, III

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION U.S.

5. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5. SOLE VOTING POWER -0-

6. SHARED VOTING POWER 2,258,703

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITIVE POWER 2,258,703

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.
2,258,703

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.
9.5%

TYPE OF REPORTING PERSON

12.
IN

CUSIP NO. 25467510

13G

Page 12 of 38 pages.

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Wende S. Hutton

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.
U.S.

SOLE VOTING POWER

5.
NUMBER OF
SHARES

-0-

SHARED VOTING POWER

6.
BENEFICIALLY
OWNED BY

2,145,775

SOLE DISPOSITIVE POWER

7.
EACH
REPORTING
PERSON

-0-

SHARED DISPOSITIVE POWER

8.
WITH

2,145,775

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.
2,145,775

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.0%

TYPE OF REPORTING PERSON

12.

IN

CUSIP NO. 25467510

13G

Page 13 of 38 pages.

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Russell C. Hirsch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

U.S.

SOLE VOTING POWER

5.

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

2,145,775

EACH

SOLE DISPOSITIVE POWER

REPORTING

7.

-0-

PERSON

SHARED DISPOSITIVE POWER

WITH

8.

2,145,775

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,145,775

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.0%

TYPE OF REPORTING PERSON

12.

IN

Item 1.

(a) Name of Issuer:

Discovery Partners International, Inc.

(b) Address of Issuer's Principal Executive Offices:

9640 Towne Centre Drive
San Diego, CA 92121

Item 2.

(a) Name of Persons Filing:

Mayfield VIII, a California Limited Partnership
Mayfield VIII Management, L.L.C.
Mayfield Associates Fund II, a California Limited Partnership
Yogen K. Dalal
F. Gibson Myers, Jr.
Kevin A. Fong
William D. Unger
Wendell G. Van Auken, III
Michael J. Levinthal
A. Grant Heidrich, III
Wende S. Hutton
Russell C. Hirsch

(b) Address of Principal Business Office:

c/o Mayfield Fund
2800 Sand Hill Road
Menlo Park, CA 94025

(c) Citizenship:

Mayfield VIII and Mayfield Associates Fund II are California Limited Partnerships.
Mayfield VIII Management is a Delaware Limited Liability Company.
The individuals listed in Item 2(a) are U.S. citizens.

(d) Title of Class of Securities:

Common Stock, \$0.001 par value

(e) CUSIP Number:

25467510

Page 14 of 38 pages.

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership.

The information regarding ownership as set forth in Items 5-9 of Pages 2-13 hereto, is hereby incorporated by reference.

For a summary of total ownership by all Reporting Persons, see Exhibit 3 hereto.

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.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

Page 15 of 38 pages.

SIGNATURES

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.

Date: February 13, 2001

MAYFIELD VIII
A California Limited Partnership
By: Mayfield VIII Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD VIII MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND II
A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

Page 16 of 38 pages.

MICHAEL J. LEVINTHAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDE S. HUTTON

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

RUSSELL C. HIRSCH

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

Page 17 of 38 pages.

EXHIBIT INDEX

- Exhibit 1 - Joint Filing Agreement
- Exhibit 2 - Powers of Attorney
- Exhibit 3 - Ownership Summary

Page 18 of 38 pages.

EXHIBIT 1

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1)(iii), we the undersigned agree that the Schedule 13G, to which this Joint Filing Agreement is attached as Exhibit 1, is filed on behalf of each of us.

Date: February 13, 2001

MAYFIELD VIII
A California Limited Partnership
By: Mayfield VIII Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD VIII MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND II
A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

Page 19 of 38 pages.

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

MICHAEL J. LEVINHAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDE S. HUTTON

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

RUSSELL C. HIRSCH

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

EXHIBIT 2

RESOLUTION OF SIGNATURE AUTHORITY
FOR JAMES T. BECK

This Resolution is formed and entered into as of the 1/st/ day of May, 2000, by and among James T. Beck ("Beck"), Mayfield Associates Fund, a California limited partnership ("Associates"), Mayfield Associates Fund II, a California limited partnership ("Associates II"), Mayfield Associates Fund III, a California limited partnership ("Associates III"), Mayfield Associates Fund IV, a Delaware limited partnership ("Associates IV"), Mayfield Associates Fund V, a Delaware limited partnership ("Associates V"), Mayfield Associates Fund VI, a Delaware limited partnership ("Associates VI"), Mayfield III, a California limited partnership ("Mayfield III"), Mayfield IV, a California limited partnership ("Mayfield IV"), Mayfield V, a California limited partnership ("Mayfield V"), Mayfield VI Investment Partners, a California limited partnership ("Mayfield VI"), Mayfield VII, a California limited partnership ("Mayfield VII"), Mayfield VIII, a California limited partnership ("Mayfield VIII"), Mayfield IX, a Delaware limited partnership ("Mayfield IX"), Mayfield X, a Delaware limited partnership ("Mayfield X"), Mayfield XI, a Delaware limited partnership ("Mayfield XI"), Mayfield XI Qualified, a Delaware limited partnership ("Mayfield XI Qualified"), Mayfield Software Partners, a California partnership ("Mayfield Software Partners"), Mayfield Software Technology Partners, a California partnership ("Mayfield Software Technology Partners"), Mayfield Medical Partners, a California partnership ("Mayfield Medical Partners"), Mayfield Medical Partners 1992, a California partnership ("Mayfield Medical Partners 1992"), Mayfield V Management Partners, a California limited partnership ("Mayfield V Management"), Mayfield VI Management Partners, a California limited partnership ("Mayfield VI Management"), Mayfield VII Management Partners, a California limited partnership ("Mayfield VII Management"), Mayfield VIII Management, L.L.C., a Delaware limited liability company ("Mayfield VIII Management"), Mayfield IX Management, L.L.C., a Delaware limited liability company ("Mayfield IX Management"), Mayfield X Management, L.L.C., a Delaware limited liability company ("Mayfield X Management"), Mayfield XI Management, L.L.C., a Delaware limited liability company ("Mayfield XI Management"), Mayfield Principals Fund, L.L.C., a Delaware limited liability company ("Mayfield Principals Fund"), Mayfield Principals Fund II, L.L.C., a Delaware limited liability company ("Mayfield Principals Fund II"), MF Partners, a California partnership ("MF Partners"), Mayfield Partners, a California partnership ("Mayfield Partners"), Mayfield '94 Partners, a California limited partnership ("Mayfield '94 Partners"), Mayfield '96 Partners, a California limited partnership ("Mayfield '96 Partners"), Valley Partners I, a California partnership ("Valley Partners I"), Valley Partners II, a California partnership ("Valley Partners II"), Valley Partners III, a California partnership ("Valley Partners III"), and MUHL Partners, a California partnership ("MUHL Partners") (with Associates, Associates II, Associates III, Associates IV, Associates V, Associates VI, Mayfield III, Mayfield IV, Mayfield V, Mayfield VI, Mayfield VII, Mayfield VIII, Mayfield IX, Mayfield X, Mayfield XI, Mayfield XI Qualified, Mayfield Software Partners, Mayfield Software Technology Partners, Mayfield Medical Partners, Mayfield Medical Partners 1992, Mayfield V Management, Mayfield VI Management, Mayfield VII Management, Mayfield VIII Management, Mayfield IX Management, Mayfield X Management, Mayfield XI Management, Mayfield Principals Fund, Mayfield Principals Fund II,

Page 21 of 38 pages.

MF Partners, Mayfield Partners, Mayfield '94 Partners, Mayfield '96 Partners, Valley Partners I, Valley Partners II, Valley Partners III, and MUHL Partners being hereinafter collectively referred to as the "Mayfield Entities"), and Mayfield Fund, L.L.C., a Delaware limited liability company (the "Company"), the service company with respect to the Mayfield Entities.

WITNESSETH

WHEREAS: The Company and the General Partners of the Mayfield Entities desire

to empower the Controller of the Company, Beck, to take certain actions and to execute certain documents on behalf of the Company and the Mayfield Entities;

RESOLVED: Beck is authorized and empowered to open and maintain bank accounts,

to deposit or withdrawal funds, to execute checks, and to take to any actions and execute any appropriate documents in connection therewith on behalf of the Company and the Mayfield Entities;

RESOLVED FURTHER: That Beck is authorized and empowered to take all other

actions and execute all other documents necessary or appropriate to the day-to-day management of the Company and the Mayfield Entities, and to appoint Beck signing singly, as true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, forms (including any amendments or supplements) relating to transactions in securities in which the undersigned may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;

2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;

3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

Page 22 of 38 pages.

IN WITNESS WHEREOF, the parties hereto have caused this Resolution to be executed as of the date first above written.

/s/ James T. Beck

James T. Beck

MAYFIELD FUND, L.L.C.
A DELAWARE LIMITED LIABILITY
COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD ASSOCIATES FUND,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ A. Grant Heidrich, III

General Partner

MAYFIELD ASSOCIATES FUND II,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ A. Grant Heidrich, III

General Partner

MAYFIELD XI QUALIFIED,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD SOFTWARE PARTNERS,
A CALIFORNIA PARTNERSHIP

By: MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VI Investment
Partners

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD SOFTWARE TECHNOLOGY PARTNERS,

Page 23 of 38 pages.

A CALIFORNIA PARTNERSHIP

By: MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VI Investment
Partners

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD MEDICAL PARTNERS,
A CALIFORNIA PARTNERSHIP

By: MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VI Investment
Partners

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD MEDICAL PARTNERS 1992,
A CALIFORNIA PARTNERSHIP

By: MAYFIELD VII,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VII MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VII

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD V MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VII MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VIII MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD IX MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY
COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD PRINCIPALS FUND, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY

By: MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD PRINCIPALS FUND II, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD PARTNERS,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

Page 25 of 38 pages.

MAYFIELD '94 PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD '96 PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MF PARTNERS,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MUHL PARTNERS,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

VALLEY PARTNERS,

A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

VALLEY PARTNERS II,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

VALLEY PARTNERS III,
A CALIFORNIA PARTNERSHIP

By: /s/ Yogen K. Dalal

General Partner

MAYFIELD ASSOCIATES FUND III,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VIII MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD ASSOCIATES FUND IV,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD IX MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

Page 26 of 38 pages.

MAYFIELD ASSOCIATES FUND V,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD ASSOCIATES FUND VI,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD III,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD IV,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD V,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD V MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED COMPANY
Its General Partner

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VII,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VII MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VIII,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VIII MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD IX,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD IX MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD X,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD XI,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

Page 28 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and

shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22/nd/ day of May 2000.

/s/ Yogen K. Dalal

Yogen K. Dalal

Page 29 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22/nd/ day of May 2000.

/s/ Frank G. Myers, Jr.

Frank G. Myers, Jr.

Page 30 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22/nd/ day of May 2000.

/s/ Kevin A. Fong

Kevin A. Fong

Page 31 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a

partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;

2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22/nd/ day of May 2000.

/s/ William D. Unger

William D. Unger

Page 32 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood

that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22/nd/ day of May 2000.

/s/ Wendell G. Van Auken III

Wendell G. Van Auken III

Page 33 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be

executed as this 22/nd/ day of May 2000.

/s/ Michael J. Levinthal

Michael J. Levinthal

Page 34 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22/nd/ day of May 2000.

/s/ A. Grant Heidrich III

A. Grant Heidrich III

Page 35 of 38 pages.

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22/nd/ day of May 2000.

/s/ Wende S. Hutton

 Wende S. Hutton

Page 36 of 38 pages.

POWER OF ATTORNEY
 For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;

3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Russell C. Hirsch

Russell C. Hirsch

Page 37 of 38 pages.

EXHIBIT 3

Name of Reporting Person	Number of Shares (Direct)	Number of Shares (Indirect)	Percent of Class Beneficially Owned (1)
Mayfield VIII, a California Limited Partnership	2,145,775 (2)	-0-	9.0%
Mayfield VIII Management, L.L.C.	-0-	2,145,775 (2)	9.0%
Mayfield Associates Fund II, a California Limited Partnership	112,928 (3)	-0-	0.5%
Yogen K. Dalal	-0-	2,258,703 (4)	9.5%
F. Gibson Myers	-0-	2,258,703 (4)	9.5%
Kevin A. Fong	-0-	2,258,703 (4)	9.5%
William D. Unger	-0-	2,258,703 (4)	9.5%
Wendell G. Van Auken, III	-0-	2,258,703 (4)	9.5%
Michael J. Levinthal	-0-	2,258,703 (4)	9.5%
A. Grant Heidrich, III	-0-	2,258,703 (4)	9.5%
Wende S. Hutton	-0-	2,145,775 (4)	9.0%
Russell C. Hirsch	-0-	2,145,775 (4)	9.0%
Total	2,258,703		9.5%

(1) The respective percentages set forth in this column were obtained by dividing the number of shares by the aggregate number of outstanding shares of Common Stock as of October 31, 2000 as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2000.

(2) Represents 2,145,775 shares held directly by Mayfield VIII, of which Mayfield VIII Management is the sole General Partner.

(3) Represents 112,928 shares held directly by Mayfield Associates Fund II.

(4) Includes shares held directly by Mayfield VIII and Mayfield Associates Fund II. The individual Reporting Persons are Members of Mayfield VIII Management, which is the General Partner of Mayfield VIII. The individual Reporting Persons may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by Mayfield VIII, but disclaim such beneficial ownership. The individual Reporting Persons, other than Ms. Hutton and Mr. Hirsch, are also General Partners of Mayfield Associates Fund II. Ms. Hutton and Mr. Hirsch are limited partners of Mayfield Associates Fund II. The individual Reporting Persons, other than Ms. Hutton and Mr. Hirsch, may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by Mayfield Associates Fund II, but disclaim such beneficial ownership.