

Edgar Filing: V I TECHNOLOGIES INC - Form SC 13G/A

V I TECHNOLOGIES INC
Form SC 13G/A
February 13, 2003

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

SCHEDULE 13G/A
(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. 3) *

V.I. TECHNOLOGIES, INC.
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE
(Title of Class of Securities)

917920 10 0
(CUSIP Number)

12/31/2002
(Date of Event Which Required 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)

* 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 on 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 (the "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).

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

Ampersand 1992 Limited Partnership (f/k/a Ampersand Specialty Materials

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and Chemicals II Limited Partnership)
04-3157039

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

(a) | |

Not applicable

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0 shares

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

| |

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

0%

12. TYPE OF REPORTING PERSON*

PN

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1. NAME OF REPORTING PERSONS

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

Ampersand 1995 Limited Partnership (f/k/a Ampersand Specialty Materials

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and Chemicals III Limited Partnership)
04-3294909

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

(a) | |

Not applicable

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 5,029,687 shares

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 8. SHARED DISPOSITIVE POWER

WITH 5,029,687 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,029,687 shares

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

| |

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

22.1%

12. TYPE OF REPORTING PERSON*

PN

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1. NAME OF REPORTING PERSONS

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

AMP-92 Management Company Limited Partnership (f/k/a ASMC-II Management

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Company Limited Partnership)
04-3157040

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

(a) | |

Not applicable

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0 shares

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

| |

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

0%

12. TYPE OF REPORTING PERSON*

PN

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1. NAME OF REPORTING PERSONS

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

AMP-95 Management Company Limited Partnership (f/k/a ASMC-III Management

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Company Limited Partnership)
04-3294905

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

(a) | |

Not applicable

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 5,111,469 shares

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 8. SHARED DISPOSITIVE POWER

WITH 5,111,469 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,111,469 shares

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

| |

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

22.4%

12. TYPE OF REPORTING PERSON*

PN

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1. NAME OF REPORTING PERSONS

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

AMP-92 MCLP LLP (f/k/a ASMC-II MCLP LLP)

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04-3341533

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

(a) | |

Not applicable

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF 5. SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0 shares

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

| |

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

0%

12. TYPE OF REPORTING PERSON*

PN

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1. NAME OF REPORTING PERSONS

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

AMP-95 MCLP LLP (f/k/a ASMC-III MCLP LLP)

04-0493924

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

(a) | |

Not applicable

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF 5. SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 5,111,469 shares

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 8. SHARED DISPOSITIVE POWER

WITH 5,111,469 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,111,469 shares

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

| |

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

22.4%

12. TYPE OF REPORTING PERSON*

PN

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1. NAME OF REPORTING PERSONS

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

Richard A. Charpie

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

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(a) | |

Not applicable

(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 5. SOLE VOTING POWER

SHARES 77,297 shares

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 6,585,021 shares

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 77,297 shares

PERSON 8. SHARED DISPOSITIVE POWER

WITH 6,585,021 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,662,318 shares

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

|X|

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

29.3%

12. TYPE OF REPORTING PERSON*

IN

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ITEM 1(a). NAME OF ISSUER:

V.I. Technologies, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

134 Coolidge Avenue, Watertown, MA 02472

ITEM 2(a). NAME OF PERSON FILING:

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Ampersand 1992 Limited Partnership
Ampersand 1995 Limited Partnership
AMP-92 Management Company Limited Partnership
AMP-95 Management Company Limited Partnership
AMP-92 MCLP LLP
AMP-95 MCLP LLP
Richard A. Charpie

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICES OR, IF NONE, RESIDENCE:

All filing parties:
c/o Ampersand Ventures
55 William Street, Suite 240
Wellesley, MA 02481-4003

ITEM 2(c). CITIZENSHIP:

Ampersand 1992 Limited Partnership, AMP-92 Management Company Limited Partnership and AMP-92 MCLP LLP dissolved as of December 31, 2002. Ampersand 1992 Limited Partnership and AMP-92 Management Company Limited Partnership were organized under the laws of the State of Delaware and AMP-92 MCLP LLP was organized under the laws of the Commonwealth of Massachusetts.

Ampersand 1995 Limited Partnership and AMP-95 Management Company Limited Partnership are organized under the laws of the State of Delaware and AMP-95 MCLP LLP is organized under the laws of the Commonwealth of Massachusetts.

Richard A. Charpie is a citizen of the United States of America.

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ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.01 par value

ITEM 2(e). CUSIP NUMBER:

917920 10 0

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.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Ampersand 1995 Limited Partnership owns 5,029,687 shares.

AMP-95 Management Company Limited Partnership may be attributed with the ownership of 5,029,687 shares held by Ampersand 1995 Limited Partnership and 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership, of

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which partnerships it is the General Partner. AMP-95 Management Company Limited Partnership disclaims beneficial ownership of these shares except to the extent of its proportionate pecuniary interest therein.

AMP-95 MCLP LLP may be attributed with the ownership of 5,029,687 shares held by Ampersand 1995 Limited Partnership and 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership. AMP-95 MCLP LLP is the General Partner of AMP-95 Management Company Limited Partnership, which is the General Partner of Ampersand 1995 Limited Partnership and Ampersand 1995 Companion Fund Limited Partnership. AMP-95 MCLP LLP disclaims beneficial ownership of these shares except to the extent of its proportionate pecuniary interest therein.

Richard A. Charpie may be attributed with the ownership of 5,029,687 shares held by Ampersand 1995 Limited Partnership, 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership, 980,000 shares held by Ampersand 1999 Limited Partnership (f/k/a Ampersand IV Limited Partnership), 20,000 shares held by Ampersand 1999 Companion Fund Limited Partnership (f/k/a Ampersand IV Companion Fund Limited Partnership), 331,487 shares held by Ampersand 1994 Limited Partnership (f/k/a Laboratory Partners I Limited Partnership), 142,065 shares held by Ampersand 1994 Companion Fund Limited Partnership (f/k/a Laboratory Partners Companion Fund Limited Partnership) and 11,342 shares held by Ampersand Venture Management LLC. Dr. Charpie is the Managing Partner of AMP-95 MCLP LLP. AMP-95 MCLP LLP is the General Partner of AMP-95 Management Company Limited Partnership,

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which is the General Partner of Ampersand 1995 Limited Partnership and Ampersand 1995 Companion Fund Limited Partnership. Dr. Charpie is the Principal Managing Member of AMP-99 Management Company Limited Liability Company (f/k/a AMP-IV Management Company Limited Liability Company), which is the General Partner of Ampersand 1999 Limited Partnership and Ampersand 1999 Companion Fund Limited Partnership. Dr. Charpie is the Managing Partner of AMP-94 MCLP LLP (f/k/a Ampersand Lab Partners MCLP LLP). AMP-94 MCLP LLP is the General Partner of AMP-94 Management Company Limited Partnership (f/k/a Ampersand Lab Partners Management Company Limited Partnership), which is the General Partner of Ampersand 1994 Limited Partnership and Ampersand 1994 Companion Fund Limited Partnership. Dr. Charpie is the sole owner of shares of beneficial interest of Ampersand Venture Management Trust, which is the sole member of Ampersand Venture Management LLC. Dr. Charpie is also the owner of 23,000 options awarded to him under the Directors' Stock Option Plans, the economic interest of which he has assigned to Ampersand entities. Dr. Charpie disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.

Richard A. Charpie owns 65,955 shares directly.

(b) Percent of class:

Ampersand 1995 Limited Partnership - 22.1%
AMP-95 Management Company Limited Partnership - 22.4%
AMP-95 MCLP LLP - 22.4%
Richard A. Charpie - 29.3%

The foregoing percentages are calculated based on 22,771,821 shares of Common Stock outstanding as of November 1, 2002 as reported in the issuer's quarterly

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report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2002.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

Richard A. Charpie has sole power to vote or direct the vote with respect to 65,955 shares held by him directly as an individual and 11,342 shares held by Ampersand Venture Management LLC. Dr. Charpie is the sole owner of shares of beneficial interest of Ampersand Venture Management Trust, which is the sole member of Ampersand Venture Management LLC.

(ii) Shared power to vote or direct the vote:

Ampersand 1995 Limited Partnership shares voting power over 5,029,687 shares.

AMP-95 Management Company Limited Partnership shares voting power over 5,029,687 shares held by Ampersand 1995 Limited Partnership and 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership.

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AMP-95 MCLP LLP shares voting power over 5,029,687 shares held by Ampersand 1995 Limited Partnership and 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership.

Richard A. Charpie shares voting power over 5,029,687 shares held by Ampersand 1995 Limited Partnership, 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership, 980,000 shares held by Ampersand 1999 Limited Partnership, 20,000 shares held by Ampersand 1999 Companion Fund Limited Partnership, 331,487 shares held by Ampersand 1994 Limited Partnership and 142,065 shares held by Ampersand 1994 Companion Fund Limited Partnership. He also shares voting power over 23,000 options awarded to him under the Directors' Stock Option Plans, the economic interest of which he has assigned to Ampersand entities.

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

Richard A. Charpie has sole power to dispose or direct the disposition of 65,955 shares held by him directly as an individual and 11,342 shares held by Ampersand Venture Management LLC. Dr. Charpie is the sole owner of shares of beneficial interest of Ampersand Venture Management Trust, which is the sole member of Ampersand Venture Management LLC.

(iv) Shared power to dispose or to direct the disposition of:

Ampersand 1995 Limited Partnership shares dispositive power over 5,029,687 shares.

AMP-95 Management Company Limited Partnership shares dispositive power over 5,029,687 shares held by Ampersand 1995 Limited Partnership and 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership

AMP-95 MCLP LLP shares dispositive power over 5,029,687 shares held by

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Ampersand 1995 Limited Partnership and 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership

Richard A. Charpie shares dispositive power over 5,029,687 shares held by Ampersand 1995 Limited Partnership, 81,782 shares held by Ampersand 1995 Companion Fund Limited Partnership, 980,000 shares held by Ampersand 1999 Limited Partnership, 20,000 shares held by Ampersand 1999 Companion Fund Limited Partnership, 331,487 shares held by Ampersand 1994 Limited Partnership and 142,065 shares held by Ampersand 1994 Companion Fund Limited Partnership. He also shares dispositive power over 23,000 options awarded to him under the Directors' Stock Option Plans, the economic interest of which he has assigned to Ampersand entities.

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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 |X|.*

*The previously reported holdings of each of Ampersand 1992 Limited Partnership, AMP-92 Management Company Limited Partnership and AMP-92 MCLP LLP have all been reduced to 0.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See the response to Item 4 as to the beneficial ownership.

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. CERTIFICATIONS.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

AMPERSAND 1992 LIMITED PARTNERSHIP*
By: AMP-92 Management Company Limited
Partnership, its General Partner
By: AMP-92 MCLP LLP, its General Partner

Dated: February 13, 2003

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing
Partner

AMP-92 MANAGEMENT COMPANY LIMITED
PARTNERSHIP*
By: AMP-92 MCLP LLP, its General Partner

Dated: February 13, 2003

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing
Partner

AMP-92 MCLP LLP*

Dated: February 13, 2003

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing
Partner

AMPERSAND 1995 LIMITED PARTNERSHIP
By: AMP-95 Management Company Limited
Partnership, its General Partner
By: AMP-95 MCLP LLP, its General Partner

Dated: February 13, 2003

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing
Partner

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AMP-95 MANAGEMENT COMPANY LIMITED
PARTNERSHIP
By: AMP-95 MCLP LLP, its General Partner

Dated: February 13, 2003

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing
Partner

AMP-95 MCLP LLP

Dated: February 13, 2003

By: /s/ Richard A. Charpie

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Richard A. Charpie, its Managing
Partner

RICHARD A. CHARPIE

Dated: February 13, 2003

/s/ Richard A. Charpie

Richard A. Charpie

*Each of Ampersand 1992 Limited Partnership, AMP-92 Management Company Limited Partnership and AMP-92 MCLP LLP dissolved as of December 31, 2002. AMP-92 MCLP LLP executes this filing as part of the process of winding up the affairs of each of these entities.

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EXHIBIT 1

JOINT FILING AGREEMENT OF
AMPERSAND 1992 LIMITED PARTNERSHIP,
AMPERSAND 1995 LIMITED PARTNERSHIP,
AMP-92 MANAGEMENT COMPANY LIMITED PARTNERSHIP,
AMP-95 MANAGEMENT COMPANY LIMITED PARTNERSHIP,
AMP-92 MCLP LLP,
AMP-95 MCLP LLP AND
RICHARD A. CHARPIE

The undersigned persons agree and consent pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, as of the date set forth below, to the joint filing on their behalf of the Schedule 13G/A to which this Exhibit is attached, in connection with their beneficial ownership of the common stock of V.I. Technologies, Inc. at December 31, 2002 and agree that such statement is filed on behalf of each of them.

AMPERSAND 1992 LIMITED PARTNERSHIP*

By: AMP-92 Management Company Limited Partnership, its General Partner

By: AMP-92 MCLP LLP, its General Partner

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing Partner
Dated: February 13, 2003

AMP-92 MANAGEMENT COMPANY LIMITED PARTNERSHIP*

By: AMP-92 MCLP LLP, its General Partner

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing Partner
Dated: February 13, 2003

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AMP-92 MCLP LLP*

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing Partner
Dated: February 13, 2003

AMPERSAND 1995 LIMITED PARTNERSHIP

By: AMP-95 Management Company Limited Partnership, its General Partner

By: AMP-95 MCLP LLP, its General Partner

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing Partner
Dated: February 13, 2003

AMP-95 MANAGEMENT COMPANY LIMITED PARTNERSHIP

By: AMP-95 MCLP LLP, its General Partner

By: /s/ Richard A. Charpie

Richard A. Charpie, its Managing Partner
Dated: February 13, 2003

AMP-95 MCLP LLP

By: /s/ Richard A. Charpie

Richard A. Charpie
Dated: February 13, 2003

RICHARD A. CHARPIE

/s/ Richard A. Charpie

Richard A. Charpie
Dated: February 13, 2003

*Each of Ampersand 1992 Limited Partnership, AMP-92 Management Company Limited Partnership and AMP-92 MCLP LLP dissolved as of December 31, 2002. AMP-92 MCLP LLP executes this Joint Filing Agreement as part of the process of winding up the affairs of each of these entities.