

Copy Control Number 002 Draft

PIXAR

(A company in formation)

Business Plan

Notice

The information contained in this Business Plan is proprietary to PIXAR. Its distribution is limited to only those businesses who are actively involved with the Company or their representatives and is made available for purposes of information and evaluation. Persons in receipt of this Business Plan agree not to use the information for any other purpose, nor to disclose this information or the existence of this plan without the expressed consent of Edwin E. Catmull, CEO. This Business Plan is neither an offer to sell nor a solicitation of an offer to buy securities in PIXAR.

To whom issued:

Date of issue:

Avy Roy Smith

March 19, 1985

Company

PIXAR
c/o Lucasfilm Computer Division
P.O. Box 2009
San Rafael, California 94912
(415) 499-0239

MANAGEMENT

Edwin E. Catmull, 40, President and Chief Executive Officer. B.S. in physics, Ph.D. in computer science, University of Utah. After receiving his Ph.D. in 1974 he became founding Director of the Computer Graphics Laboratory at New York Institute of Technology. In 1979 he became Vice President and Managing Director of Lucasfilm's Computer Division. He has since overseen the realization of the EditDroid editing system, the Audio Project, and the PIXAR. He is active in ACM, Siggraph, IEEE, and SMPTE, and has published many papers on computer graphics algorithms and computer-assisted animation.

Alvy Ray Smith, 41, Vice President and Chief Technical Officer. B.S.E.E. New Mexico State University, M.S.E.E. and Ph.D. in computer science, Stanford University. He was an N.Y.U. Professor, then Senior Scientist at the Computer Graphics Laboratory of New York Institute of Technology from 1975. He developed a digital paint system which became the basis of an Ampex product. He joined Lucasfilm in 1980 as Director of Computer Graphics Research. He has managed the PIXAR, laser scanner, and 3-D development teams.

Malcolm Blanchard, 34, Director of PIXAR Software. B.S. and M.S. in computer science from University of California at Santa Cruz and University of Utah, respectively. A software designer, manager, and senior technical staff member at Applicon, he worked with Catmull and Smith at NYIT from 1975-77. Malcolm joined Lucasfilm in 1980 where he wrote the database system for Industrial Light and Magic, helped develop EditDroid, and is currently managing the digital film printer project for ILM.

David DiFrancesco, 35, Director of Film/Video I/O. B.F.A. University of Wisconsin, University of Copenhagen, M.F.A. University of Colorado. A member of the founding group at the Computer Graphics Laboratory at New

York Institute of Technology where he worked with Ed Catmull, Alvy Ray Smith, and Malcolm Blanchard, he moved in 1979 to Jet Propulsion Laboratory as a photographic engineer. In 1980 he joined Lucasfilm where he directed the design and development of the laser scanner.

Loren Carpenter, 38, Senior Scientist. B.S. in mathematics, M.S. in computer science, University of Washington. As Senior Programming Analyst at Boeing, Loren designed many new programs. In 1980 he came to Lucasfilm, where he invented the A-buffer hidden surface algorithm and the first practical fractal algorithm. He now collaborates on the development of the 3-D system.

Robert L. Cook, 32, Senior Scientist. B.S. in physics, Duke University, M.S. in computer science, Cornell University. Rob wrote medical software at University of Pennsylvania Hospital before joining Digital Equipment Corporation in 1976. His work includes a prizewinning software manual. He is an acknowledged leader for having developed a major breakthrough in computer graphic shading. He came to Lucasfilm in 1981, and has developed new algorithms for antialiased hidden surface point sampling and distributed ray tracing. He is the Chairman of a major Siggraph '85 program committee.

Ralph J. Guggenheim, 33, Director of Animation Services. B.A. in communications, M.S. in computer graphics from Carnegie-Mellon Institute. Ralph was a director of educational and industrial films before joining New York Institute of Technology. He has been at Lucasfilm since 1981 as project leader and designer of EditDroid, the Lucas video editing system that is now a commercial product.

Thomas Porter, 32, Director of REYES hardware. B.A. in mathematics, University of Pennsylvania, M.S. in computer science from Stanford University. After programming at the National Institutes of Health for 3 years, Tom wrote the first commercial digital painting system at Ampex Corporation. He joined

Lucasfilm in 1981 and since 1983 managed the design of the PIXAR. He is now programming the PIXAR and managing the design of the REYES system.

William T. Reeves, 33, Director of Modeling and Animation. B.S. Math., University of Waterloo (Canada), M.Sc., Ph.D. in Computer Science, University of Toronto. Bill came to Lucasfilm after receiving his Ph.D. Since 1982 he has worked in the computer graphics group. He is the inventor of the particle systems algorithm for the synthesis of very detailed and complex images.

James K. Wilson, 33, Director of PIXAR hardware. B.S. and M.S. in electrical engineering from Brigham Young University. Jim was lead engineer on the very successful Hewlett-Packard Series 216 desktop computer, a senior engineer for Sperry Computer for 2 years, and then manager of new product development at Evans & Sutherland Computer Corporation. He joined Lucasfilm in 1984, and now directs 2 other members of the original HP216 team in producing the PIXAR.

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LUCASFILM
Ltd

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To whom issued:

Date of issue:

Alvy Ray Smith

April 5, 1985

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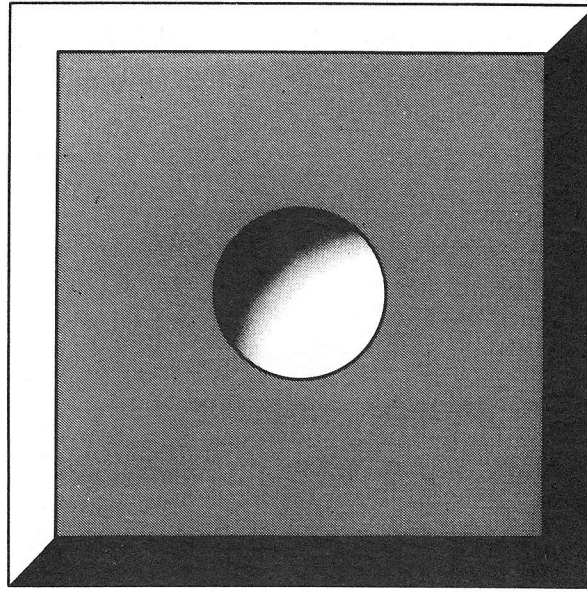
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B U S I N E S S P L A N

July 6, 1987

Proprietary and Confidential

This business plan contains confidential information proprietary to Pixar. Reproduction or distribution of this business plan in whole or in part or the divulgence of any of its contents without prior written permission of Pixar is prohibited. The information contained herein has been prepared to assist potential interested parties in making their own evaluation of Pixar. This business plan must be returned to Pixar upon request.

Issued to:

Andy Ray Smith

Number:

0114

Pixar

MANAGEMENT

Board of Directors, Officers, and Managing Directors

Name	Age	Present Position
Steven P. Jobs	31	Chairman of the Board
Edwin E. Catmull	42	President, Chief Executive Officer and Director
Alvy Ray Smith	43	Executive Vice President, Director
Charles F. Kolstad	40	Vice President of Manufacturing
William Adams	41	Vice President of Sales
Richard B. Wood	38	Chief Financial Officer
Thomas Porter	35	Director of Marketing

The members of the Board of Directors are elected at each annual meeting of shareholders. The officers of the corporation are chosen annually by the Board of Directors.

Mr. Steven Jobs co-founded Apple Computer in 1976. He served as Chairman of the Board and Executive Vice President and General Manager of the Macintosh Division. Mr. Jobs co-founded NeXT, Inc. in September 1985, where he serves as President and Chairman of the Board. In February of 1986, Mr. Jobs and the employees of Pixar purchased Pixar from Lucasfilm, Ltd.

Dr. Edwin Catmull, co-founder of the Company, founded the Computer Division of Lucasfilm in 1979. Dr. Catmull served as the Vice President of that division until it was spun off from Lucasfilm in February 1986, to become Pixar. He became the President and Chief Executive Officer and a member of the board of directors of the new company. From 1974 to 1979, he served as the director of Computer Graphics Lab at New York Institute of Technology. Dr. Catmull holds B.S. degrees in physics and computer science and a Ph.D. in computer science from the University of Utah.

Dr. Alvy Ray Smith, Executive Vice President and co-founder of the Company, joined the Computer Division of Lucasfilm in 1980 as the Director of Computer Graphics. Upon the formation of Pixar, Dr. Smith became Vice President and a member of the board of directors. From 1975 to 1979, he was Senior Scientist with the New York Institute of Technology and Visiting Scientist with Xerox Palo Alto Research Center before that. Dr. Smith holds an M.S.E.E. and a Ph.D. in computer science from Stanford University.

Mr. Charles Kolstad, Vice President of Manufacturing, joined Pixar in December of 1986. From 1980 until joining Pixar, Mr. Kolstad was the manufacturing manager for the Rolmphones Division of Rolm Corporation. At Rolm Corporation, his division was the first non-Japanese division to receive a Deming Prize Committee audit. Mr. Kolstad was with Spectra-Physics from 1975 to 1980 where he served as manufacturing operations manager of the Optics Division after having served as materials manager of Corporate Fabrication. Before joining Spectra-Physics, he was planning manager of the TTL Division of Signetics. Mr. Kolstad holds a B.S. degree in industrial technology and an MBA from California State Polytechnic University in San Luis Obispo.

Mr. William Adams joined Pixar in July of 1987. From 1985 until he joined Pixar, Mr. Adams served as Vice President of Marketing and Sales of Speech Systems, Inc.

Pixar

Mr. Adams was the founder of The Software Express, Inc. and served as Senior Vice President from 1982 to 1985. Before forming The Software Express, he was Sales Manager for the Western Region of Data General Corporation. Mr. Adams holds a B.S.E.E. from the University of Texas at Austin.

Mr. Richard Wood, Chief Financial Officer, joined Pixar as Director of Finance and Administration in September, 1986. Prior to joining Pixar, Mr. Wood spent seven years with Crown Zellerbach Corporation in their packaging and chemicals business in increasingly responsible financial and administrative positions. Mr. Wood was also with Touche Ross & Co., Certified Public Accountants, from 1973 to 1979. Mr. Wood holds a B.S. in Business Administration/Economics and an MBA in Finance from the University of California at Berkeley and is a CPA in California.

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PIXAR
Business Plan

CONFIDENTIAL. Draft business plan.

Thu Jul 16 17:55:52 PDT 1987

July 16, 1987

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Pixar

MANAGEMENT

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Edwin E. Catmull	42	President, Chief Executive Officer and Director
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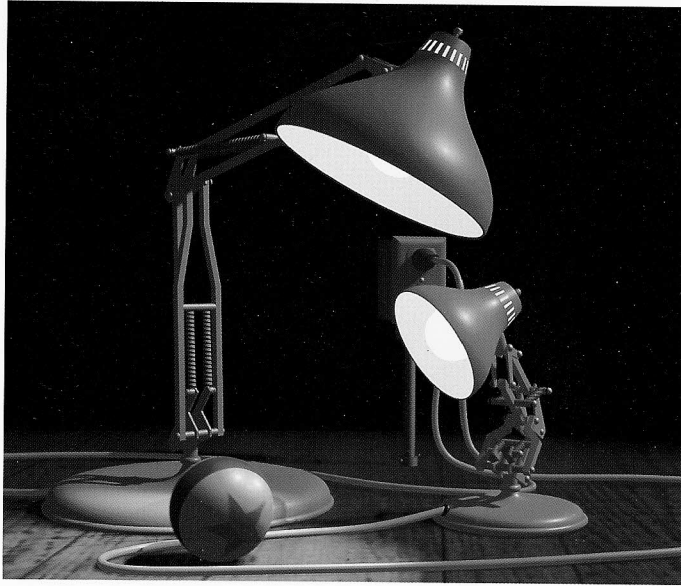
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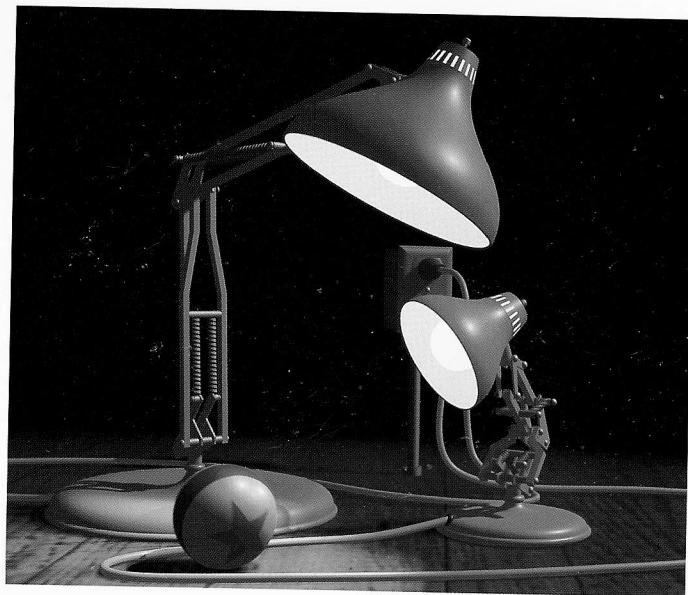
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