

Notes From the Chairman

Private Companies Getting Ready to Go Public – Go Digital!

Private issuers are generally unfamiliar with the many hurdles which must be cleared in getting ready to go public. In addition, the recent passage of the JOBS Act has further muddled the waters between private and public issuers. However, what is clear is that there are a number of significant matters which a private company should consider in getting larger and preparing for a prospective public offering. First and foremost, issuers must consider how their shareholder records are maintained and by whom. It is often the case that private issuers either maintain their own shareholder records or have their lawyers or accountants maintain their records for them. In our experience, once an issuer has more than 50-75 shareholders of record, the process of keeping those records should be turned over to an experienced professional stock transfer agent. The reasons for this are twofold: Lawyers and accountants are generally not experts in keeping such records and are likely to service the issuer and its records in a way not most conducive to being prepared for an ensuing public offering; and second, the cost of having lawyers or accountants maintain these records is significantly higher than having a professional stock transfer agent do so.

With regard to the issue of keeping records in the most desirable and effective format, we at Continental Stock Transfer & Trust Company have found that standard

recordkeeping by smaller issuers, their accountants and lawyers, generally use a certificated model and recordkeeping formats that are often a version of Excel.

We suggest that the better alternative is to call in certificated shares (or never issue them in the first place) in favor of book entry, digitized shares which are represented by a printed statement. This is a methodology which is often used by public companies which have Direct Registration System ("DRS") shares or Dividend Reinvestment Plan ("DRP") shares. In this environment the holder receives periodic statements outlining their holdings, and these statements include any legal restrictions on the shares.

In the private issuer domain, use of book entry shares is particularly useful for the following reasons: First, by not having certificates, the issuer totally avoids the often nettlesome problems surrounding lost certificates and their replacement. Often, company insiders and/or significant insiders lose their certificates and seek certificate replacement without the standard forms and surety company bond. If the company does not comply with such requests, it often engenders negative reactions from these important holders. Second, by calling in the certificates and issuing book entry statements in lieu thereof, the private issuer becomes well positioned for any recapitalization (forward



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Steven Nelson,
President & Chairman

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or reverse splits) which often accompanies later funding rounds. In these situations, the recordkeeper for the issuer (presumably a proper stock transfer agent) would simply issue a new book entry statement reflecting the post-split share equivalent, thereby avoiding the entire problem associated with calling in certificates for a physical exchange. Physical exchanges are often the predicate for lost certificate replacement requests which create the problems outlined above. Book entry digitized statements avoid this problem entirely.

Finally, book entry statements offer the additional advantage of permitting legending changes whenever necessary and without calling in certificates. Accordingly, when lock-up legends, affiliate legends or Rule 144 legends become applicable or change, these additional provisions can be reflected in book entry statements sent to shareholders which update positions in their entirety, including all legal ramifications and restrictions.

If an issuer chooses to stay private, the new JOBS Act would permit it to have up to 2,000 holders of record without being a publicly reporting company. Companies within the range of 50 shareholders of record to 2,000 shareholders of record should strongly consider appointing a professional stock transfer agent to keep their records. When the time comes for a private issuer to file for an IPO, it would already have done much of the legal work required to go public

from a recordkeeping standpoint. With a professional stock transfer agent already in place prior to such a filing, all that would need to be done to effectuate the IPO is to obtain an opinion of counsel and the issuer’s instructions in order to effectuate the electronic interface with the Depository Trust Company (“DTC”). Once public, the issuer would then have records of its registered shareholders maintained on the books and records of its professional stock transfer agent, and records of its street owners would be maintained by DTC and fully integrated at the transfer agent site under DTC’s account.

In summary, private issuers contemplating the potential of doing an IPO, or even those expecting to have more than 50 shareholders, should retain a professional stock transfer agent, move to digitized book entry statements (rather than physical certificates) and likely save significant dollars in the bargain. In this endeavor, Continental Stock Transfer & Trust offers significant discounts for private issuers during their pre-public phase in anticipation of more standardized rates after their IPO. Continental Stock Transfer & Trust has been rated the #1 stock transfer agent in the United States for each of the past 3 years, and rated the least expensive major agent for the past 10 consecutive years.

For more information, please contact me directly. ▼

“ Dear Bruce, Gail, Luther and Maribel,
Thank you all for your extraordinary responsiveness, intelligence, care and professionalism.
There is a very good reason that Continental is our transfer agent. ”
Jeffrey A. Baumel | Partner, SNR Denton

Regulatory Changes – We're on Top of Them!

FATCA – Foreign Account Tax Compliance Act (Chapter 4 was added to Subtitle A of the Internal Revenue Code – regulation was issued in January 2013) ("ACT")

The ACT requires 30% withholding for dividends and interest paid to new non-exempt Foreign Financial Institutions ("FFI"), commencing in July 2014, superseding current tax treaty rates. In addition, gross proceeds from sales will be subject to 30% withholding when paid to non-exempt FFIs, commencing in January 2017. Once again paying agents and their clients are burdened with the cost of regulatory compliance. The ACT requires us to solicit new IRS W-8 forms on a recurring basis, retool and upgrade system functions, train our personnel to recognize new accounts that may be subject to the requirements of the ACT, refer to the new FFI list which will be electronically posted by the IRS, identify exempt accounts, and apply special coding on our application system to identify exempt and non-exempt accounts to ensure proper withholding. For full details refer to:
[http://www.irs.gov/Businesses/Corporations/Foreign-Account-Tax-Compliance-Act-\(FATCA\)](http://www.irs.gov/Businesses/Corporations/Foreign-Account-Tax-Compliance-Act-(FATCA)).

S.E.C. Rule 17Ad-17 for Lost Security Holders Has Been Amended to Include Unresponsive Payees

The amendments were effective on March 25, 2013. The compliance date will be January 23, 2014.

This rule change states that a paying agent must provide to each unresponsive payee a single written notification no later than seven months after the sending of any not yet negotiated check to inform the unresponsive payee that the unresponsive payee has been sent a check that has not yet been negotiated. Checks less than \$25.00 in value are excluded from this requirement. The notice may be sent along with a check or other mailing; however, it must be a separate notice and cannot be added to a check stub or other communication. In addition, the rule states, "if a check is not negotiated before the earlier of the paying agent sending the next regularly scheduled check or the elapsing of six months after the sending of the not yet negotiated check, a notice must be sent." This rule applies to any type of payment

such as regular dividend or interest payments, redemption proceeds, corporate action entitlements, etc. Again, paying agents and their clients must bear the cost of regulatory compliance. We are currently making program changes to our system to identify unresponsive payees and working out the mechanics of sending the notices in the most cost-effective way for our clients' benefit.

View the rule at:

<http://www.sec.gov/rules/final/2013/34-68668.pdf>. ▼

Cost Basis Overview – Emergency Economic Stabilization Act of 2008 ("ACT")

Pursuant to the above referenced ACT, we were required to maintain the cost basis of securities acquired for cash on or after January 1, 2011. IRS regulations state that the basis of stocks or bonds acquired is generally the purchase price plus any costs of purchase, such as commissions and recording or transfer fees. If stocks or bonds are acquired other than by purchase (e.g., gifts, inheritances, re-issuances, etc.), the basis is usually determined by the fair market value (FMV) or the previous owner's adjusted basis. There are two main aspects of the ACT: The first is storing and maintaining cost basis when it is furnished to us by brokers for certain transactions or when we determine the basis based on IRS regulations for direct presentations of items (transactions where DTC/brokers are not the presenter); and the second is the passing of cost basis information to and from brokers via a "transfer statement" either electronically or by hard copy.

Covered vs. Uncovered Issuances

An issuance occurring on or after January 1, 2011, is considered "covered" when cost basis information (acquisition date, price paid, etc.) is furnished to us by an Issuer or broker, or in the case of direct presentations involving private sales, re-registrations, gifts, inheritances, etc., as determined by us based on the IRS' instructions. "Uncovered" applies to securities issued prior to January 1, 2011, and certain issuances processed after said date, such as issuances to a depository nominee, a broker's name, foreign corporations, insurance companies, when basis information is not furnished to us, etc. These issuances will be coded as uncovered on our system and there will be no dollar value assigned.

IRS 1099B Reporting

When we process a sale (through dividend reinvestment or stock purchase/sale plans, corporate actions, etc.) we must prepare and send a 1099B form to the security holder and electronically file the information to the IRS. The information indicates whether or not the sale consisted of covered or uncovered shares. If covered shares are sold, it also identifies the amount of shares and their value as well as their long-term or short-term status and whether a gain or loss occurred.

More information can be found at:

<http://www.irs.gov/uac/IRS-Issues-Final-Regulations-on-New-Basis-Reporting-Requirement;-For-Investors,-Reporting-Gains-and-Losses-Gets-Easier-Starting-in-2011>. ▼

Corporate Actions Update

Corporate Actions (also known as Reorganizations, Tenders & Exchanges, M&A and/or Special Processing) is a full suite of services offered to our clients when a special event occurs. These actions include cash/stock mergers, reverse stock splits, subscription offers, redemptions, odd-lot offers, escrow services, or any type of special processing in which shares or cash are received by Continental Stock Transfer & Trust and processed.

In the past year Continental Stock Transfer & Trust has handled numerous very complex transactions for our clients and has disbursed in excess of \$8 billion in cash and securities. Recently we have successfully completed transactions for Yonkers Raceway, Steinway Musical, Party City, Peet's Coffee & Tea, Dominion Resources, and Bombardier, among many others.



Corporate Action Services

Take your high-level transactions to a higher level.

Continental Stock Transfer & Trust Company can help you complete your corporate actions smoothly, efficiently and cost effectively.

Our experienced, knowledgeable team of experts is committed to your business and will expertly navigate through this significant event. We will focus on every detail and help you follow through on these actions using specialized talent and industry-leading technology.

CONTINENTAL
STOCK TRANSFER & TRUST

All Corporate Actions services are handled on an individual basis to ensure accuracy. Because of our Corporate Actions expertise, Continental Stock Transfer & Trust is often chosen by many outside firms to handle their transactions. These firms include a large international bank as well as other corporate advisory firms.

Our dedicated corporate actions staff has over 75 years of battle-tested experience and become valuable assets for our clients as their transactions proceed. Our clients can be assured of receiving a quality product at a reasonable price and know that they are in capable hands throughout the process.

Our staff is available 24/7 to meet the needs of our clients and their shareholders. For more information contact Mark Zimkind, Vice President and Director of Shareholder Services, at mzimkind@continentalstock.com or 212.845.3287. ▼

Control Book Reporting – Real-time Access

Continental Stock Transfer & Trust has once again risen to the challenge and produced a new state-of-the-art Control Book Reporting system which allows authorized personnel to create “real time” reports to track Issued and Outstanding shares for Common Stock, Treasury and associated Reserve balances plus any related unvested common shares and convertible securities (Preferred, Warrants, Debentures, etc.). We took notice that an increasing number of issuers were requesting Control reports on schedules, some weekly, monthly and quarterly, mostly to reconcile outstanding shares not only for upcoming corporate actions (dividends, stock splits, etc.), annual meetings, or quarterly SEC filings, but for everyday reconciliations. Typically, most issuers would only examine their outstanding and reserve balances a few days before a record or filing date, which inevitably leads to time-consuming projects to solve out-of-balance problems caused by time differences.

Those days have now come to an end with this new Continental Stock Transfer & Trust innovation! Instead of developing a system like most of our competitors that makes reports available the next business day (caused by a required updating of the files overnight), we went the extra

step and developed a Web-based reporting system which will allow you to request **“real time”** reports at any time, 24/7, without restrictions. You will have direct access via our website to check your outstanding shares or produce reports of any kind between any two dates, from inception of our services to current date. You will have the option of paging through detailed reports online or exporting and printing a PDF or Microsoft Excel reports which will reference detailed descriptions of each line item reflecting the date of the instructions, the date of processing, transaction description with shareholder reference, sequence numbers (if provided), and the corresponding changes in the Issued and Authorized shares and Reserve balances (if any); in other words, these reports should make reconciliation a breeze. The system is proprietary and was designed in house and enhanced after months of testing and valuable insights from our issuers and partners. Your authorized personnel will be provided with credentials that will include setting their own passwords via a secure login using SSL encryption.

In the development stage, we stressed the need for the designers to make the system user-friendly and user-focused, concentrating on: i) simplicity and accuracy, ii) accessibility, iii) intuitive navigation, iv) aesthetics, and v) basic and detailed information. The designers exceeded our set goals and the system is first rate in every way; it is easy to use and separates us from our competitors. As we do with our other proprietary systems, we will continue to make enhancements as time goes by to satisfy additional needs of our customers.

Date Issued	Transaction Description	DWAC	Letter Date	Shareholder Reference	Issued / Cancelled	Authorized Balance	Currently Issued
01/01/2013	Authorized				0.00	100,000,000.00	0.00
02/01/2013	Issued Prior to Appointment				5,888,523.00	94,111,477.00	5,888,523.00
02/02/2013	Reserve # 1 Registered (2500000)					91,611,477.00	5,888,523.00
02/02/2013	Reserve # 2 Registered (5000000)					86,611,477.00	5,888,523.00
02/02/2013	Reserve # 3 Registered (8000000)					66,761,477.00	5,888,523.00
02/02/2013	Reserve # 4 Registered (50000)					66,711,477.00	5,888,523.00
02/13/2013	Reserve # 1 OI - DWAC		02/11/2013	P Jones	5,000.00	65,711,477.00	5,893,523.00
02/13/2013	Reserve # 2 OI - DWAC		02/11/2013	P Jones	1,500.00	65,711,477.00	5,895,023.00
02/13/2013	Reserve # 1 OI - DWAC		02/11/2013	T James	2,500.00	65,711,477.00	5,897,523.00
02/15/2013	Reserve # 1 OI - DR5		02/13/2013	L Dicks	6,000.00	65,711,477.00	5,903,523.00
02/19/2013	Reserve # 1 OI - Physical		02/18/2013	R Richards	4,500.00	65,711,477.00	5,908,023.00
02/05/2013	OI - Compensation		02/05/2013	B Clarke	40,000.00	65,671,477.00	5,948,023.00
02/06/2013	Reserve # 2 OI - DWAC		02/05/2013	C Collins	1,500.00	65,671,477.00	5,949,523.00
02/06/2013	Reserve # 2 OI - DWAC		02/06/2013	R Jackson	4,000.00	65,671,477.00	5,953,523.00
03/01/2013	Reserve # 1 OI - Unvested RSA		03/01/2013	R Brown et al	100,000.00	65,671,477.00	6,053,523.00
03/02/2013	Reserve # 3 OI - DWAC		03/01/2013	P Haynes	2,500.00	65,671,477.00	6,056,023.00
03/02/2013	Reserve # 3 OI - DWAC		03/01/2013	L Forbes	4,250.00	65,671,477.00	6,060,273.00
03/05/2013	Reserve # 3 OI - Physical		03/02/2013	M Moore	5,000.00	65,671,477.00	6,065,273.00
03/08/2013	Reserve # 1 Cancellation - Reversal (01/01/13 OI - Company Error		03/05/2013	R Richards	-4,500.00	65,671,477.00	6,060,773.00

If you do not already have access, please communicate with your Account Administrator to get access credentials and to start getting involved in tracking **“real time”** changes in your outstanding shares. ▼

Now Partnering with 99Funding

We are excited to announce our new partnership with 99Funding, a new securities crowdfunding platform (99funding.com). Crowdfunding is already changing the way that startups are funded, and securities crowdfunding is poised to revolutionize private investment markets, according to Craig Goos and Jim Dowd, Managing Directors. The 99Funding platform offers a secure, transparent and efficient marketplace for investment crowdfunding. Continental Stock Transfer & Trust will be providing stock transfer agency services to ensure that all transactions are efficiently processed, recorded and maintained in accordance with applicable regulations.

The Jumpstart Our Business Startups or JOBS Act signed into law by President Obama in April of 2012 created a new class of exempt private offering — the crowdfunding exemption — that will allow companies to raise up to \$1 million through investments from retail investors. Private offerings have generally been restricted to small numbers of accredited investors. Investment crowdfunding for the general public is on hold for now, awaiting the promulgation of regulations by the U.S. Securities and Exchange Commission (SEC). So for the time being, only accredited investors will be allowed to invest through the 99Funding platform.

Other partners of the 99Funding have helped to ensure that the platform has been securely engineered to mitigate risk for investors: First, due diligence on the offerings is handled through a partnership with CrowdCheck (crowdcheck.com), a company which provides transparency and investor protection for crowdfunding and online investments; second, each offering must be distributed by a registered broker-dealer, which will vet the issuer and the offering terms before listing. This role will be handled by affiliate North Capital Private Securities Corporation, member FINRA and SIPC; and third, BancBox Crowd (bancboxcrowd.com) provides secure payments and escrow services for all investors and issuers. Investor cash balances and escrow accounts are FDIC-insured.

About 99Funding

The 99Funding platform is owned and operated by Evisor, Inc., part of the North Capital group of companies. North Capital is focused on transforming the accessibility, transparency, and cost structure of advisory services and private markets through the use of technology. The North Capital management team is responsible for operations, oversight and control of the 99Funding platform. Securities are offered through North Capital Private Securities Corporation, member FINRA and SIPC. ▼

Highlighted Services

Escrow Agent Services

Continental Stock Transfer & Trust is a trust company formed under the banking laws of the State of New York and we have been chartered to provide full escrow services of all types: cash escrows, stock escrows, performance escrows and subscription escrows. Indeed, by virtue of a No Action letter issued by the SEC many years ago, Continental Stock Transfer & Trust was deemed to be a “bank” within the meaning of Section 3(a)(6) of the Exchange Act and SEC Rule 15c2-4 governing subscription offerings.

In the past 25 years we have handled hundreds of subscription offerings and each year we handle more than 100 escrows of every type.

With regard to cash escrows, all funds are maintained by us at JPMorgan Chase in segregated accounts. Continental Stock Transfer & Trust generally charges \$3,500 for standard, non-interest bearing escrows, which is significantly lower than rates charged by our competitors. Furthermore, by designating Continental Stock Transfer & Trust as escrow agent you will have lower additional costs if the escrow accounts are to be converted into ongoing shareholder records for your company. Should you be in need of escrow services, contact Frank DiPaolo, our CFO, at 212.845.3270 or fdipaolo@continentalstock.com.

Stock Plan Administration

As partial owners in your company, your stockholders expect first-class attention and responsive, expert, accurate stock plan administration. Our professionals work with you to ensure just such administration. Our promise is to fully ease your administrative burden with a combination of services that deliver efficiencies, shareholder satisfaction and a value that no other major transfer agent can match.

We can offer you an unprecedented choice and flexibility when you partner with us; you choose the level of service you need and want, from periodic consultation to our full outsource solution. Whatever the level you require, you will receive a high-performance, tailored approach that delivers efficiencies, security and employee satisfaction.

Our experienced specialists have an average of 12 years in the industry and extensive experience with ASC Topic 718, and your team would include a senior-level certified equity professional (CEP).

When you choose our stock plan administration services you will have access to the industry-leading, flexible Web-based recordkeeping system offered by Easi Administration and used by over 800 customers. One that is fully compliant with ASC Topic 718 and built to manage the IFRS of the future. This user-friendly technology allows you to run your own reports 24/7 and provides your employees with secure access to their account information. And with secure online access, you and your participants can access data from any desktop or via mobile devices wherever you are.

EDGAR/XBRL

The numerous complex rules and regulations issued by the U.S. Securities and Exchange Commission (SEC) frequently shift and change. Our experts are thoroughly familiar with SEC compliance and are ready to assist you with the filing of SEC-required forms and all the details this filing entails.

Offering you filing solutions that will meet your specific needs, our experts work directly with you, your attorneys and your audit teams to execute the services you require to meet SEC reporting regulations. Available 24/7, we pride ourselves on our reputation for the highest quality work, deep industry experience, cost effectiveness and responsive, supportive relationships with our clients. ▼

Continental Stock Transfer & Trust to Implement Revolutionary STREAM TA Platform in Third Quarter 2014

As you know, we have used SunGard's CSSII software platform as enhanced for more than 20 years. It has always been viewed as the gold standard in our industry, but the time has come to move from a mainframe system to a Web-based environment where we can offer all of the latest technological advances and implement upgrades far more easily going forward. We are excited to announce that we are migrating to SunGard's revolutionary and state-of-the-art STREAM TA software application which uses the most advanced technology available to maintain our shareholder

“ I just want to tell you how much we appreciated your help and support, and I am speaking on behalf of myself and everyone at Commerce Bank of Arizona. The care that each of you individually as well as collectively as a team provided was instrumental in getting us through this complicated transaction in our narrow window of time.

I have truly enjoyed working with each of you. ”

Nicole Marcum | Executive Assistant

recordkeeping and transaction processing. This robust, scalable and extensible platform incorporates an Oracle database and Jasper Reports and has been in development for many years. The benefits to our clients will be extensive. It will enable us to implement and comply with new regulatory requirements in addition to new industry/technology and business challenges. This is a Web-based platform that is accessible via secure Internet connection. The flexibility of this PC software surpasses and outperforms current mainframe applications and will enable us to respond to our clients' basic and esoteric needs in a seamless and time-sensitive manner. Our clients will also have direct access to their stockholder file and see every detail that we can see. It will allow you to view all of a shareholder's share positions, cost basis information and dividend history, if applicable, as well as special account coding which can be tailored for specific client needs, e.g. identifying employees, directors, restricted share holdings, etc. Clients will be enabled to make address changes to shareholder accounts, if desired, run reports that are suited to their individual needs, e.g. extracting data to prepare 10k reports, listings of largest shareholders, number of "restricted" and free-trading shares outstanding, etc. And we will still offer ContinentaLink for clients that choose to grant access to individual shareholders for viewing their own account detail. The migration process has already begun and we are targeting implementation by the third quarter of 2014. We look forward to providing enhanced services to all of our customers and we will keep you apprised throughout the migration process. ▼

If You Have DTC Eligibility Issues, We Have Solutions

As I have noted in previous editions of this newsletter, it has become increasingly difficult for small cap issuers to become DTC FAST eligible or to maintain their eligibility. This stems



from 1) the confluence of the FINRA 09-05 release to brokers reminding them of heightened due diligence requirements for trading in non-exchange traded issues and 2) DTC's eligibility process which is both ad hoc and impenetrable. Over the past 3 or 4 years, this interplay has yielded unintended consequences in the form of hundreds of small cap issues being unable to trade because clearing brokers will simply not accept their stock for deposit without DTC FAST eligibility. Indeed, DTC has even "chilled" or retroactively evicted previously eligible issues from FAST without offering reasons.

Through my position as Chair of the STA's Legal Committee, I have spearheaded efforts through the SEC to break this logjam. The SEC's decision in the **International Power** case (March 2012) made clear that issuers have due process rights in DTC's eligibility process and DTC was instructed to enact rules to afford issuers due process rights of review and appeal. To date, DTC has failed to enact such rules.

If you are an issuer caught in this bind and need help navigating the DTC FAST eligibility process, we can offer solutions for you. We can refer you to expert legal counsel who have been successful in obtaining FAST eligibility after DTC denials; and we can refer you to brokers and clearing brokers who can act as sponsors for your stock as DTC participants.

For information, please contact Les DeLuca, Director of Account Administration, at 212.845.3215 or ldeluca@continentalstock.com ▼

We Are Now Linked-In

For those of you who have been eagerly waiting, you will be glad to read that Continental Stock Transfer & Trust has joined the online social communities of  LinkedIn and  Twitter; you can now connect with us via LinkedIn or follow us on Twitter to keep up to date with company news and information. ▼

2013 Past and Future Conferences/Sponsorships/Events

Continental Stock Transfer & Trust's colleagues either attended or sponsored or will be involved in the following 2013 conferences:

- > Securities Transfer Association ("STA")
- > NIRI Chicago Chapter Event
- > EASi Summit Conference
- > Roth Small-Cap Investor Conference
- > Continental Stock Transfer & Trust's Private Issuer Networking Event
- > Shareholder Services Association Webinar Speaker
- > Marcum MicroCap Conference
- > UBS Global Healthcare Conference
- > Fountain Event
- > OneMed Forum Speaker
- > SSA National Conference
- > NASPP Minneapolis Chapter Event
- > Rodman & Renshaw Annual Global Investment Conference
- > EASi Webinar Speaker
- > MSTA Annual Meeting
- > Aegis Health Care Conference
- > NECF-Equity Plan Conference
- > Crowdfunding Bootcamp Conference
- > American Business Awards "The Stevie" Finalist Event

Connect with Continental Stock Transfer & Trust

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