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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **June 20, 2023**

SEQLL INC.
(Exact name of registrant as specified in charter)

Delaware	**001-40760**	**46-5319744**
(State or other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

3 Federal Street Billerica, MA	**01821**
(Address of Principal Executive Offices)	(zip code)

(781) 460-6016
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $.00001 per share	SQL	The Nasdaq Market LLC
Warrants to purchase Common Stock	SQLLW	The Nasdaq Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 1.01 Entry Into a Material Definitive Agreement.

Merger Agreement

As previously reported, on May 29, 2023, SeqLL, Inc., a Delaware corporation (the "Company"), SeqLL Merger LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Company ("Purchaser Sub"), Atlantic Acquisition Corp, a Delaware corporation ("Atlantic"), Atlantic Merger LLC, a Delaware limited liability company and a majority-owned subsidiary of Atlantic ("Atlantic Merger Sub"), Lyneer Investments, LLC, a Delaware limited liability company ("Lyneer"), IDC Technologies, Inc., a California corporation ("IDC"), and Lyneer Management Holdings LLC, a Delaware limited liability company ("Lyneer Management"), entered into an Agreement and Plan of Reorganization (the "Merger Agreement"), pursuant to which (i) Atlantic Merger Sub will be merged with and into Lyneer, with Lyneer continuing as the surviving entity (the "Lyneer Merger"), and (ii) Purchaser Sub will subsequently be merged with and into Lyneer, with Lyneer continuing as the surviving entity and as a wholly-owned subsidiary of the Company (the "SeqLL Merger" and, together with the Lyneer Merger, the "Mergers").

On June 23, 2023, the Company entered into Amendment No. 1 to the Agreement and Plan of Reorganization (the "Amendment") with the other parties thereto. Prior to the Amendment, as consideration for the acquisition by the Company of Lyneer in the Mergers, the Company was to (i) pay to IDC and Lyneer Management an aggregate of $60,000,000 in cash (the "Cash Consideration") and (ii) issue to (a) IDC and Lyneer Management an aggregate of 69,444,444 shares of the Company's common stock (the "Lyneer Stock Consideration") and (b) Atlantic 90,422,454 shares of the Company's common stock (the "Atlantic Stock Consideration"), in each case subject to any change in the outstanding shares of capital stock of the Company as a result of any stock split, stock dividend or stock distribution prior to the consummation of the Mergers. The Amendment amends the Lyneer Stock Consideration to be a number of shares of the Company's common stock equal to the quotient of $60,000,000 divided by the price per share at which the Company's common stock is sold in the Capital Raise (the "Offering Price"), of which 90% percent of such shares will be issued to IDC and 10% percent of such shares will be issued to Lyneer Management. The Amendment also amends the Atlantic Stock Consideration to be a number of shares of the Company's common stock to be determined based upon the following formula:

$$(A/B) – [(C/B) + D]$$

Where:
A= $225,000,000
B= the Offering Price
C= $72,000,000
D= number of shares of the Company's common stock sold in the Capital Raise (exclusive of shares issued in respect of any over-allotment option).

The foregoing description of the Merger Agreement and the Amendment does not purport to be complete and is qualified in its entirety by the Merger Agreement and the Amendment, copies of which are filed as Exhibits 2.1 and 2.2, respectively, to this Current Report on Form 8-K. Unless otherwise defined herein, the capitalized terms used above are defined in the Merger Agreement.

The foregoing summary of the Merger Agreement and the Amendment have been included to provide investors and securityholders with information regarding the terms of the Merger Agreement, as amended by the Amendment, and is qualified in its entirety by the terms and conditions of the Merger Agreement, as amended. It is not intended to provide any other factual information about the Company, Atlantic, Lyneer or their respective subsidiaries and affiliates. The representations, warranties and covenants contained in the Merger Agreement, as amended, were made only for purposes of such agreement and as of specified dates, were solely for the benefit of the respective parties to such agreement, may be subject to limitations agreed upon by the contracting parties, and may be subject to standards of materiality that differ from those applicable to investors. Moreover, certain representations and warranties in the Merger Agreement, as amended, may have been used for the purpose of allocating risk between the parties rather than establishing matters of fact. Accordingly, investors should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the Company, Atlantic, Lyneer, Lyneer Management or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in the Company's public disclosures.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed, on June 21, 2022, the Company received a deficiency letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq") informing the Company that its common stock was below the minimum $1.00 per share requirement for continued inclusion on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (the "Bid Price Requirement") based on the closing bid price of the common stock for the 30 consecutive business days prior to the date of notice from Nasdaq.

On December 20, 2022, the Company received notice from Nasdaq indicating that, while the Company had not regained compliance with the Bid Price Requirement, Nasdaq has determined that the Company was eligible for an additional 180-day period, or until June 19, 2023, to regain compliance. According to the notification from Nasdaq, the Staff's determination was based on (i) the Company meeting the continued listing requirement for market value of its publicly held shares and all other Nasdaq initial listing standards, with the exception of the minimum bid price requirement, and (ii) the Company's written notice to Nasdaq of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary.

On June 20, 2023, the Company received a determination letter from the Staff stating that the Company has not regained compliance with the Bid Price Requirement. Accordingly, its securities will be delisted from the Nasdaq Capital Market. In that regard, unless the Company requests an appeal of this determination, trading of the Company's common stock and warrants will be suspended at the opening of business on June 29, 2023, and a Form 25-NSE will be filed with the Securities and Exchange Commission (the "SEC"), which will remove the Company's securities from listing and registration on The Nasdaq Stock Market.

Under applicable Nasdaq rules, the Company may appeal the Staff's determination to a Hearings Panel (the "Panel") pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series. A hearing request will stay the suspension of the Company's securities and the filing of the Form 25-NSE pending the Panel's decision, and the Company's securities will continue to trade on The Nasdaq Capital Market until the hearing process is concluded and the Panel issues a written decision.

The Company currently intends to appeal Nasdaq's determination to a hearings panel (the "Panel"), pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series and, as disclosed in the Company's Current Report on Form 8-K dated December 20, 2022, take any steps necessary to effect a reverse stock split as necessary. In this regard, on June 5, 2023, the Company filed a preliminary proxy statement with the SEC in connection with the Merger that contemplates the Company effecting a reverse stock split of its common stock prior to consummating the proposed public offering of the Company's common stock in connection with the Merger and the closing of the Merger. A definitive proxy statement for the proposed reverse stock split will be filed with the SEC and mailed to the Company's stockholders promptly following the SEC's clearance of the preliminary proxy statement. Hearings are typically scheduled to occur approximately 30-45 days after the date of the hearing request. At the Panel hearing, the Company intends to present a plan to regain compliance with the Rule, which will include the reverse stock split described in the preliminary proxy statement filed with the SEC .

There can be no assurance that the Company's plan will be accepted by the Panel or that, if it is, the Company will be able to regain compliance with the applicable Nasdaq listing requirements, or that a Panel will stay the suspension of the Company's securities. If the Company's securities are delisted from Nasdaq, it could be more difficult to buy or sell the Company's common stock and warrants or to obtain accurate quotations, and the price of the Company's common stock and warrants could suffer a material decline. Delisting would also impair the Company's ability to consummate the Merger and could also impair the Company's ability to raise capital and/or trigger defaults and penalties under outstanding agreements or securities of the Company.

Item 7.01 Regulation FD Disclosure

Forward-Looking Statements

The information included herein and in any oral statements made in connection herewith include "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements, other than statements of present or historical fact included herein, regarding the transactions described herein (the "Transactions"), the Company's ability to consummate the Transactions and raise capital prior to the Mergers, the benefits of the Transactions, the Company's future financial performance following the Transactions, as well as the Company's and Atlantic's strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used herein, including any oral statements made in connection herewith, the words "could," "should," "will," "may," "believe," "anticipate," "intend," "estimate," "expect," "project," the negative of such terms and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on the Company, Atlantic and Lyneer's management's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. Except as otherwise required by applicable law, the Company disclaims any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date hereof. The Company cautions you that these forward-looking statements are subject to risks and uncertainties, most of which are difficult to predict and many of which are beyond the control of the Company. These risks include, but are not limited to, general economic, financial, legal, political and business conditions and changes in domestic and foreign markets; the inability of the parties to successfully or timely consummate the Transactions or to satisfy the closing conditions, including the closing of the Capital Raise; the failure to realize the anticipated benefits of the Transactions, including as a result of a delay in its consummation; the occurrence of events that may give rise to a right of one or all of the Company, Atlantic and Lyneer to terminate the definitive agreements related to the Transactions; the risks related to the growth of the Company's business and the timing of expected business milestones; and the effects of competition on the Company's future business. Should one or more of the risks or uncertainties described herein and in any oral statements made in connection therewith occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. There may be additional risks that neither the Company, Atlantic or Lyneer presently know or that the Company, Atlantic and Lyneer currently believe are immaterial that could cause actual results to differ from those contained in the forward-looking statements. Additional information concerning these and other factors that may impact the Company's expectations can be found in the Company's periodic filings with the SEC, including the Company's Annual Report on Form 10-K filed with the SEC on March 16, 2023 and any subsequently filed Quarterly Report on Form 10-Q. The Company's SEC filings are available publicly on the SEC's website at www.sec.gov.

Additional Information and Where to Find It

This document relates to a proposed transaction among the Company, Atlantic and Lyneer. This document does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The Company intends to file a proxy statement with the SEC. A definitive proxy statement will be sent to all of the Company's stockholders as of a record date to be established for voting on the Mergers and related matters. The Company also will file other documents regarding the Mergers with the SEC. This document does not contain all the information that should be considered concerning the Mergers and is not intended to form the basis of any investment decision or any other decision in respect of the transactions. Before making any voting or investment decision, investors and stockholders of the Company are urged to read the proxy statement and all other relevant documents filed or that will be filed with the SEC in connection with the Mergers as they become available because they will contain important information about the Mergers. The Company's stockholders and other interested persons will be able to obtain, without charge, a copy of the proxy statement (when available) and other relevant documents filed with the SEC from the SEC's website at www.sec.gov.

Participants in the Solicitation

The Company, Atlantic and Lyneer and their respective directors and officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the Mergers. Information about the Company's directors and executive officers and their ownership of the Company's securities is set forth in the Company's filings with the SEC, including the Company's Annual Report on Form 10-K for the year ended December 31, 2022, which was filed with the SEC on March 16, 2023. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the Proxy Statement when it becomes available. Shareholders, potential investors and other interested persons should read the Proxy Statement carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This Current Report is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Merger and does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. No offering of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act, or an exemption from the registration requirements of the Securities Act.

Important Information About the Proposed Mergers

In connection with the proposed Mergers, the Company will prepare a definitive proxy statement to be filed with the SEC that will provide additional important information concerning the proposed Mergers. When completed, a definitive proxy statement will be mailed to the Company's stockholders. THE COMPANY'S STOCKHOLDERS ARE STRONGLY ADVISED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE COMPANY'S PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGERS. The Company's stockholders will be able to obtain, without charge, a copy of the information statement (when available) and other relevant documents filed with the SEC from the SEC's website at www.sec.gov.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See the Exhibit Index below, which is incorporated by reference herein.

Exhibit No.	Description
2.1*	Agreement and Plan of Reorganization dated as of May 29, 2023 among the Company, SeqLL Merger LLC, Atlantic Acquisition Corp, Atlantic Merger LLC, Lyneer Investments, LLC, IDC Technologies, Inc., and Lyneer Management Holdings LLC. (incorporated by reference to Exhibit 2.1 of the Company's Current Report ton Form 8-K dated May 29, 2023)
2.2	Amendment No. 1 to Agreement and Plan of Reorganization dated as of June 22, 2023 among the Company, SeqLL Merger LLC, Atlantic Acquisition Corp, Atlantic Merger LLC, Lyneer Investments, LLC, IDC Technologies, Inc. and Lyneer Management Holdings LLC.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded in the inline XBRL document)

* Schedules, exhibits and similar supporting attachments to this exhibit are omitted pursuant to Item 601(b)(2) of Regulation S-K. We agree to furnish a supplemental copy of any omitted schedule or similar attachment to the Securities and Exchange Commission upon request.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 23, 2023

SEQLL INC.

By: */s/ Daniel Jones*
Daniel Jones
Chief Executive Officer

AMENDMENT NO. 1 TO
THE AGREEMENT AND PLAN OF REORGANIZATION

THIS AMENDMENT ("Amendment") effective as of June 22, 2023 (the "Effective Date") to the Agreement and Plan of Reorganization dated as of May 29, 2023 (the "M/A"), by and among (i) Atlantic Acquisition Corp, a Delaware corporation ("Atlantic"), (ii) Atlantic Merger LLC, a Delaware limited liability company and a majority-owned subsidiary of Atlantic ("Atlantic Merger Sub"), (iii) SeqLL Inc., a Delaware corporation ("SeqLL"), (iv) SeqLL Merger LLC, a Delaware limited liability company and a wholly-owned subsidiary of SeqLL ("Purchaser Sub"), (v) Lyneer Investments, LLC, a Delaware limited liability company (the "Company"), (vi) IDC Technologies, Inc., a California corporation ("IDC"), and (vii) Lyneer Management Holdings LLC, a Delaware limited liability company ("Lyneer Management," and together with IDC, the "Sellers"). Each of Atlantic, Atlantic Merger Sub, SeqLL, Purchaser Sub, the Company and the Sellers are hereinafter referred to as a "Party," and collectively as the "Parties."

W I T N E S S E T H :

WHEREAS, the Parties entered into the M/A dated as of May 29, 2023; and

WHEREAS, in order to better document the Parties' intent with respect to the market valuation of SeqLL at the time of the Merger and the methodology for determining the number of shares of SeqLL Common Stock to be issued in connection therewith, the Parties desire to amend and supplement the M/A pursuant to this Amendment.

NOW, THEREFORE, in consideration of the mutual promises and covenants and agreements contained herein and for other good and valuable consideration by each of the parties, the parties hereby agree as follows:

1. Recital C of the M/A is hereby amended and restated in its entirety to read as follows:

C. Sellers own one hundred percent (100%) of the issued and outstanding Equity Interests of the Company (the "Interests");

2. Section 2.2(a) of the M/A is hereby amended and restated in its entirety to read as follows:

(a) Treatment of Atlantic Merger Sub Membership Interests. At the First Effective Time, the membership interests of Atlantic Merger Sub that are issued and outstanding immediately prior to the First Effective Time will automatically be converted into and exchanged for a membership interest in the Company in order to achieve the Stock Consideration set forth in Section 2.3(b)(i) below.

3. Section 2.3 of the M/A is hereby amended and restated in its entirety to read as follows:

2.3 Merger Consideration. Subject to the terms of this Agreement, in consideration for the SeqLL Merger and the acquisition by SeqLL of a 100% membership interest in the Company, SeqLL shall make the following payments (collectively, the "Merger Consideration"):

(a) Cash Consideration. SeqLL shall pay $60,000,000 to or on behalf of the Sellers via wire transfer of immediately available funds (the "Cash Consideration"), of which $54,000,000 shall be paid to IDC and $6,000,000 shall be paid to Lyneer Management; and

(b) Stock Consideration. Upon the completion of the Capital Raise and the consummation of the Merger, SeqLL shall issue:

(i) a number of shares of SeqLL Common Stock to the Sellers equal to the quotient of $60,000,000 divided by the Offering Price (the "Stock Consideration"), of which ninety (90%) percent of such shares shall be issued to IDC and ten (10%) percent of such shares shall be issued to Lyneer Management; and

(ii) a number of shares of SeqLL common stock to Atlantic (the "Atlantic Consideration") to be determined in accordance with the following formula:

(A/B) – [(C/B) + D]

Where:

A= $225,000,000

B= the Offering Price

C= $72,000,000

D= number of shares of SeqLL Common Stock sold in the Capital Raise (exclusive of shares issued in respect of any over-allotment option).

(iii) SeqLL shall instruct its transfer agent to deliver certificates or book entries for the Stock Consideration and the Atlantic Consideration.

4. Section 2.4(a) of the M/A is amended and restated in its entirety to read as follows:

(a) If the price per share at which SeqLL Common Stock is sold in the Capital Raise (the "Offering Price") is less than $.864 (subject to adjustment for stock dividends, stock consolidations and the like prior to the Closing Date), then the Parties hereby agree that at the time SeqLL declares a cash dividend to the Legacy SeqLL Shareholders pursuant to Section 3.23, SeqLL shall simultaneously declare a stock dividend to the Legacy SeqLL Shareholders of SeqLL Common Stock in an aggregate amount of shares (subject to rounding any fractional shares up to the next whole share) so that the value of (A) the product of the number of outstanding shares of SeqLL immediately prior to the Merger and the Offering Price, plus (B) the product of the number of shares of SeqLL Common Stock issued in the stock dividend and the Offering Price, equals $12,000,000.

5. Section 2.6 of the M/A is amended and restated in its entirety to read as follows:

> 2.6 Manner of Payments at Closing. At the Closing and subject to the terms of this Agreement, including, without limitation, the satisfaction of the conditions set forth in ARTICLE III herein, in particular, but not limited to, fulfillment of the Conditions Precedent set out in Sections 3.8 - 3.12 herein, SeqLL shall deliver the Cash Consideration, to be allocated between IDC and Lyneer Management in accordance with Section 2.3(a).

6. Section 6.3(a) of the M/A is hereby amended to delete the words “Exhibit A and” from the beginning of the first sentence of such section.

7. Section 7.2 of the M/A is amended and restated in its entirety to read as follows:

> 7.2 Title to Interests; Encumbrances. IDC has record and beneficial ownership of ninety percent (90%) of the Interests and Lyneer Management has record and beneficial ownership of ten percent (10%) of the Interests, in each case free and clear of any and all Encumbrances except as set forth in Schedule 7.2 of the Disclosure Schedules; and the Equity Interests held by such Seller constitute all of the Equity Interests in the Company owned beneficially or held of record by such Seller. Except as provided in this Agreement, any Ancillary Document or the Governing Documents of the Company, no Seller is a party to, or bound by, any agreement or instrument affecting or relating to the right to transfer or vote the Equity Interests of the Company.

8. Section 10.1(e) of the M/A is hereby amended to replace the date “July 31, 2023” (the “Termination Date”) with August 31, 2023.

9. Exhibit A: Interest, Cash Consideration and Stock Consideration to the M/A is hereby deleted in its entirety.

10. No Further Amendment. The Parties hereby agree that all other provisions of the M/A shall, subject to the amendments set forth in this Amendment, continue unmodified, in full force and effect and constitute legal and binding obligations of the Parties in accordance with their terms. This Amendment is limited precisely as written and shall not be deemed to be an amendment to any other term or condition of the M/A or any of the documents referred to therein. This Amendment shall form an integral and inseparable part of the M/A. From and after the date of this Amendment, each reference in the M/A to “this Agreement,” “hereof,” “hereunder” or words of like import, and all references to the M/A in any and all agreements, instruments, documents, notes, certificates and other writings of every kind of nature (other than in this Amendment or as otherwise expressly provided) will be deemed to mean the M/A, as amended by this Amendment, whether or not this Amendment is expressly referenced.

11. Other Terms. The provisions of Article X of the Agreement are incorporated herein by reference and shall apply to the terms and provisions of this Amendment and the parties hereto, *mutatis mutandis*. All capitalized terms used herein without definition shall have the meanings assigned to such terms in the M/A.

[*Signature Pages Follow*]

IN WITNESS WHEREOF, the Parties have executed this Amendment No. 1 to the Agreement and Plan of Reorganization on the date first above written.

PURCHASER:

SEQLL INC.,
a Delaware corporation

By: /s/ Daniel Jones
Daniel Jones, Chief Executive Officer

PURCHASER SUB:

SEQLL MERGER LLC,
a Delaware limited liability company

By: /s/ Daniel Jones
Daniel Jones, Managing Member

ATLANTIC ACQUISITION CORP.,
a Delaware corporation

By: /s/ Jeffrey Jagid
Jeffrey Jagid, Chief Executive Officer

ATLANTIC MERGER, LLC,
a Delaware limited liability company

By: /s/ Jeffrey Jagid
Jeffrey Jagid, Managing Member

COMPANY:

LYNEER INVESTMENTS, LLC,
a Delaware limited liability company

By: /s/ Prateek Gattani
Prateek Gattani, Manager

SELLERS:

IDC TECHNOLOGIES, INC.,
a California corporation

By: /s/ Prateek Gattani
Prateek Gattani, Chief Executive Officer

LYNEER MANAGEMENT HOLDINGS, LLC,
a Delaware limited liability company

By: /s/ James S. Radvany
James S. Radvany, Manager

SIGNATURE PAGE TO AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF REORGANIZATION