



SYNDICATE LEGAL SUPPORT SERVICES
OTC MARKET LISTINGS



OTC MARKETS GROUP:

300 Vesey Street
12th Floor
New York City, New York 10282
<http://www.OTCMarkets.com>

FOUNDED:

1913, originally the
“National Quotation Bureau”

MANAGEMENT:

Mr. R. Crommwell Coulson
President, Director & CEO

OTC PINK BACKGROUND:

The OTC Markets divide issuers into three (3) levels of quotation marketplaces: OTCQX, OTCQB and OTC Pink.

- The OTC Pink, which involves the highest-risk, highly speculative securities, is further divided into three tiers: OTC Pink Current Information, OTC Pink Limited Information, and OTC Pink No Information.

The following slides provide a summary of the listing requirements for each level of quotation on OTC Markets.



OTCQX BACKGROUND:

The OTCQX divides its listing criteria between U.S. Companies and International Companies, though they are very similar. The OTCQX has two tiers of quotation for U.S. Companies: (1) OTCQX U.S. Premier (also eligible to quote on a national exchange); and (2) OTCQX U.S.

The OTCQX is divided into two tiers of quotation for International Companies: (1) OTCQX International Premier; and (2) OTCQX International.

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OTCQX U.S. BACKGROUND:

To be eligible to be quoted on the OTCQX U.S., Companies must:

- Have \$2 Million in total assets as of the most recent annual or quarter end;
- As of the most recent fiscal year end have at least one of the following: (i) \$2 Million in revenues; (ii) \$1 Million in net tangible assets; (iii) \$500,000 in net income; or (iv) \$5 Million in market value of publicly traded securities;
- Meet one of the following penny stock exemptions under Rule 3a51-1 of the Exchange Act: (i) have a bid price of \$5 or more; or (ii) have net tangible assets of \$2 Million if the Company has been in continuous operation for at least three years, or \$5,000,000 if the Company has been in continuous operation for less than three years which qualification can be satisfied as of the end of a fiscal period or as a result of an interim capital raise; or (iii) have average revenue of at least \$6,000,000 for the last three years;
- Not be a blank check or shall company as defined by the Securities Act of 1933 (“Securities Act”);
- Not be in bankruptcy or reorganization proceedings;
- Be in good standing in its state of incorporation and in each state in which it conducts business;
- Have a minimum of 50 beneficial shareholders owning at least one round lot (100 shares) each;
- Be quoted by an OTC Market Maker on OTC Link;

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OTCQX U.S. BACKGROUND:

Continued:

- Have a minimum bid price of \$0.10 per share for its common stock as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's application for OTCQX. If (i) there has been no public market for the Company's securities in the United States and (ii) FINRA has approved a Form 211, then the Company may apply to OTC Markets for an exemption from the minimum bid price requirements, which exemption is at the sole discretion of OTC Markets. In the event that the Company is a Seasoned Public Issuer (i.e., has been in operation and quoted on OTC Link or another exchange for at least one year) that completed a reverse split within 6 months prior to applying for admission to OTCQX U.S., the Company must have a minimum bid price of \$0.10 per share for its common stock as of the close of business on each of the five consecutive trading days immediately preceding the Company's application for OTCQX, after the reverse split;
- Have GAAP compliant (i) audited balance sheets as of the end of each of the two most recent fiscal years, or as of a date within 135 days if the Company has been in existence for less than two fiscal years, and audited statements of income, cash flows and changes in stockholders' equity for each of the fiscal years immediately preceding the date of each such audited balance sheet (or such shorter period as the Company has been in existence), and must include all going concern disclosures including plans for mitigation; and GAAP compliant (iii) unaudited interim financial reports, including a balance sheet as of the end of the Company's most recent fiscal quarter, and income statements, statements of changes in stockholders' equity and statements of cash flows for the interim period up to the date of such balance sheet and the comparable period of the preceding fiscal year; and
- Be included in a Recognized Securities Manual or be subject to the Reporting Requirements of the Exchange Act.

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OTCQX U.S. PREMIER BACKGROUND:

To be eligible to be quoted on the OTCQX U.S. Premier, Companies must:

- Satisfy all of the eligibility requirements of OTCQX U.S. Set forth above;
- Have (i) at least (a) 500,000 publicly held shares; and (b) \$1 Million in market value of publicly held shares; and (ii) at least (a) \$500,000 in net income in the last fiscal year OR in two of the last three years; or (b) \$2.5 Million in stockholders' equity; or © \$35 million in market value of listed securities;
- Have a minimum of 100 beneficial shareholders owning at least one round lot (100 shares) each;
- Have a minimum bid price of \$1.00 per share for its common stock as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's application for OTCQX. If (i) there has been no prior public market for the Company's securities in the U.S. and (ii) FINRA has approved a Form 211 and (iii) the bid price is equal or greater than \$1.00, then the Company may apply to OTC Markets for an exemption from the 30-day minimum bid price requirements, which is at the sole discretion of OTC Markets. In the event that the Company is a Seasoned Public Issuer (i.e., has been in operations and quoted on either OTC Link or an exchange for at least one year) that completed a reverse stock split within six months prior to applying for admission to OTCQX U.S., the Company must have a minimum bid price of \$1.00 per share for its common stock as of the close of the business on each of the five consecutive trading days immediately preceding the Company's application for OTCQX, after the reverse split;
- Conduct annual shareholders' meetings and submit annual financial reports to its shareholders at least 15 calendar days prior to such meetings.

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OTCQX U.S. PREMIER ACQUISITION COMPANY BACKGROUND:

Eligibility to be quoted as an OTCQX U.S. Premier Acquisition Company:

- Satisfy all of the eligibility requirements of OTCQX U.S. set forth above;
- Have \$25 Million in net tangible assets as of the most recent annual or quarterly year end;
- Have \$10 Million in market value of publicly traded securities as of the most recent fiscal year end;
- Have a minimum bid price of \$5.00 per share for its common stock as of the close of business on each of the 30 consecutive calendar days immediately preceding the Company's application for OTCQX; and
- Be subject to the reporting requirements of the Exchange Act.

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OTCQB U.S. COMPANY BACKGROUND:

To be eligible to be quoted on the OTCQB U.S., Companies must:

- Meet a minimum closing bid price on OTC Markets of \$0.01 for each of the last 30 calendar days;
- In the event that there is no public market and a 15c2-11 application has been submitted to FINRA by an OTC Market Maker, OTC Markets can waive the bid requirement at its sole discretion;
- In the event that a Company is a seasoned public issuer that completed a reverse split within six months prior to applying to OTCQB, the Company must have a post reverse split minimum bid price of \$0.01 at the close of business on each of the five consecutive trading days immediately before applying to the OTCQB;
- Companies may not be subject to bankruptcy or reorganization proceedings preceding the Company's Application;
- Either be subject to the reporting requirements of the Securities Exchange Act of 1934 and be current in such reporting obligations or, if an international issuer, be eligible to rely on the registration exemption found in Exchange Act Rule 12g-s(b) and be current and compliant in such requirements, or be a bank current in its reporting obligations to its bank regulator;
- Be duly organized, validly existing in good standing under the laws of each jurisdiction in which it is organized and does business;

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OTCQB & OTCQX LISTING FEES:

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LISTING & MARKET FEES	DOLLARS
OTCQB Listing Application Fee	\$2,500
OTCQB Annual Fee	\$10,000
OTCQX Listing Application	\$5,000
OTCQX Annual Fee	\$15,000



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RATES:

Rates will be based on an Hourly Rate of \$45.00 per hour plus expenses incurred including, but not limited to, postage and purchase of any special software necessary to complete task. Time to complete the job will be estimated and any projects estimated over \$200.00 will require a TBD down payment. Syndicate Legal Support Services Bills for Services Rendered each week. Syndicate Legal Support Services requires a signed contract, which outlines the project details, prior to beginning any work.