

CytoDyn Inc.  
Form 424B3  
February 14, 2019  
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**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-228991**

### **101,909,672 Shares of Common Stock**

This prospectus relates to the offer and sale by the selling stockholders identified in this prospectus of up to 101,909,672 shares of our common stock, par value \$0.001 per share, issued and outstanding or issuable upon exercise of warrants. The shares of common stock being offered include:

- 1) 27,000,000 shares issued to the selling stockholders on November 16, 2018 in relation to our acquisition of the assets of ProstaGene, LLC.;
- 2) 46,975,170 shares issued to the selling stockholders in certain private transactions occurring between August 28, 2018 and December 11, 2018 (the December 2018 Placement );
- 3) 23,487,585 shares issuable upon exercise, at an exercise price of \$0.75 per share, of warrants issued to the selling stockholders in the December 2018 Placement; and
- 4) 4,446,917 shares issuable upon exercise, at an exercise price of \$0.50 per share, of warrants issued to our placement agent and its employees in the December 2018 Placement.

The selling stockholders may sell all or a portion of these shares from time to time, in amounts, at prices and on terms determined at the time of sale. The shares may be sold by any means described in the section of this prospectus entitled Plan of Distribution beginning on page 21 of this prospectus.

We will not receive any proceeds from the sale of these shares. We will, however, receive cash proceeds equal to the total exercise price of warrants that are exercised for cash.

Our common stock is quoted on the OTCQB of OTC Markets Group, Inc. under the symbol CYDY. On February 13, 2019, the closing price of our common stock was \$0.51 per share.

**Investing in our securities involves risk. You should carefully consider the risks that we have described under the section captioned Risk Factors in this prospectus on page 7 before buying our Securities.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is February 14, 2019**

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CytoDyn Inc. and its consolidated subsidiaries are referred to herein as CytoDyn, the Company, we, us and our, the context indicates otherwise.

You may only rely on the information contained in this prospectus or that we have referred you to. We have not authorized anyone to provide you with different information. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the securities offered by this prospectus. This prospectus and any future prospectus supplement do not constitute an offer to sell or a solicitation of an offer to buy any securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus or any prospectus supplement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or such prospectus supplement or that the information contained by reference to this prospectus or any prospectus supplement is correct as of any time after its date.

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**FORWARD-LOOKING STATEMENTS**

This prospectus contains certain forward-looking statements that involve risks, uncertainties and assumptions that are difficult to predict. Words and expressions reflecting optimism, satisfaction or disappointment with current prospects, as well as words such as believes, hopes, intends, estimates, expects, projects, plans, anticipates and va or the use of future tense, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. Our forward-looking statements are not guarantees of performance, and actual results could vary materially from those contained in or expressed by such statements due to risks and uncertainties including: (i) the sufficiency of our cash position, (ii) our ability to raise additional capital to fund our operations, (iii) our ability to meet our debt obligations, if any, (iv) our ability to enter into partnership or licensing arrangements with third parties, (v) our ability to identify patients to enroll in our clinical trials in a timely fashion, (vi) our ability to achieve approval of a marketable product, (vii) the design, implementation and conduct of our clinical trials, (viii) the results of our clinical trials, including the possibility of unfavorable clinical trial results, (ix) the market for, and marketability of, any product that is approved, (x) the existence or development of vaccines, drugs, or other treatments that are viewed by medical professionals or patients as superior to our products, (xi) regulatory initiatives, compliance with governmental regulations and the regulatory approval process, (xii) general economic and business conditions, (xiii) changes in foreign, political, and social conditions, and (xiv) various other matters, many of which are beyond our control. We urge you to specifically consider the various risk factors identified in this prospectus, including the statements set forth in the sections titled Risk Factors or elsewhere in this prospectus supplement, in the accompanying prospectus and in the documents incorporated or deemed incorporated herein or therein by reference, any of which could cause actual results to differ materially from those indicated by our forward-looking statements. Except as required by law, we do not undertake any responsibility to update any forward-looking statements to take into account events or circumstances that occur after the date of this prospectus.

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**PROSPECTUS SUMMARY**

The following summary highlights some information from this prospectus. It is not complete and does not contain all of the information that you should consider before making an investment decision. You should read this entire prospectus, including the Risk Factors section on page 3, the financial statements and related notes and the other more detailed information appearing elsewhere or incorporated by reference into this prospectus.

**About Us**

We are a clinical-stage biotechnology company focused on the clinical development and potential commercialization of humanized monoclonal antibodies to treat Human Immunodeficiency Virus ( HIV ) infection. Our lead product candidate, leronlimab (PRO 140), belongs to a class of HIV therapies known as entry inhibitors that block HIV from entering into and infecting certain cells. We believe that monoclonal antibodies are a new emerging class of therapeutics for the treatment of HIV to address unmet medical needs in the area of HIV and graft-versus-host disease. In addition, we are expanding the clinical focus of leronlimab (PRO 140) to include the evaluation in certain cancer and immunological indications where CCR5 antagonism has shown initial promise.

We believe the leronlimab (PRO 140) antibody shows promise as a powerful anti-viral agent while not being a chemically synthesized drug and has fewer side effects, lower toxicity and less frequent dosing requirements, as compared to daily drug therapies currently in use for the treatment of HIV. The leronlimab (PRO 140) antibody belongs to a class of HIV therapies known as entry inhibitors that block HIV from entering into and infecting certain cells. Leronlimab blocks HIV from entering a cell by binding to a molecule called the C-C chemokine receptor type 5 ( CCR5 ), a normal cell surface co-receptor protein to which certain strains of HIV, referred to as R5 strains, attach as part of HIV s entry into a cell.

Leronlimab (PRO 140) is an antibody, and through several short-term clinical trials, it has demonstrated efficacy without issues relating to toxicity, side effects or drug resistance. Moreover, these trials suggest that PRO 140 does not affect the normal function of the CCR5 co-receptor for HIV. Instead, leronlimab binds to a precise site on CCR5 that R5 strains of HIV use to enter the cell and, in doing so, inhibits the ability of these strains of HIV to infect the cell without affecting the cell s normal function. We believe that the R5 strains of HIV currently represent approximately 70% of all HIV infections in the U.S. As a result, we believe PRO 140 represents a distinct class of CCR5 inhibitors with advantageous virological and immunological properties and may provide a unique tool to treat HIV infected patients.

We believe leronlimab (PRO 140) is uniquely positioned to address a growing HIV market as an alternative or in addition to current therapies, which are failing primarily due to compliance, which causes drug resistance. In seven clinical trials previously conducted, leronlimab was generally well tolerated, and no drug-related serious adverse events or dose-proportional adverse events related to leronlimab were reported. In addition, there were no dose-limiting toxicities or patterns of drug-related toxicities observed during these trials. The results of these studies established that leronlimab s antiviral activity was potent, rapid, prolonged, dose-dependent, and statistically significant following a single dose. Because leronlimab s mechanism of action (for a monoclonal antibody use in HIV) is a relatively new therapeutic approach, it provides a very useful method of suppressing the virus in treatment-experienced patients who have failed a prior HIV regimen and need new treatment options.

In addition to HIV indications, we are currently expanding the clinical focus of leronlimab to include the evaluation of certain cancer and immunological indications where CCR5 antagonism has shown initial promise. In the setting of cancer, research has shown that CCR5 plays a central role in tumor invasion and metastasis and that increased CCR5 expression is an indicator of disease status in breast cancer. Moreover, research has shown that drugs that block CCR5

can block tumor metastases in laboratory and animal models of aggressive breast and prostate cancer. We are conducting additional research with leronlimab in the cancer setting, and we have initiated a Phase 1b/2 human clinical trial with leronlimab in metastatic triple-negative breast cancer, for which the investigational new drug application was approved by the U.S. Food and Drug Administration in 2018.

In addition, we believe that the CCR5 receptor also plays a central role in modulating immune cell trafficking to sites of inflammation and it is crucial for the development of acute graft-versus-host disease (GvHD) and other inflammatory conditions. Clinical studies by others have shown that blocking CCR5 using a chemical inhibitor can reduce the clinical impact of acute GvHD without significantly affecting the engraftment of transplanted bone marrow stem cells. We are currently conducting a Phase 2 clinical study with leronlimab to further support the concept that the CCR5 receptor on engrafted cells is critical for the development of acute GvHD and that blocking this receptor from recognizing certain immune signaling molecules is a viable approach to mitigating acute GvHD. The FDA has granted orphan drug designation to leronlimab for the prevention of graft-versus-host disease (GvHD).

### **Corporate Information**

CytoDyn Inc. is a Delaware corporation with its principal business office at 1111 Main Street, Suite 660, Vancouver, Washington 98660. Our website can be found at [www.cytodyn.com](http://www.cytodyn.com). We do not intend to incorporate any contents from our website into this prospectus. Effective August 27, 2015, we completed a reincorporation from Colorado to Delaware. Effective November 16, 2018, we implemented a holding company reorganization, as a result of which, we became the successor issuer and reporting company to the former CytoDyn Inc. (now our wholly owned subsidiary, CytoDyn Operations Inc.).

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**ProstaGene Transaction**

On November 16, 2018, CytoDyn Operations Inc. (formerly CytoDyn Inc.), a Delaware corporation ( Old CytoDyn ), us, ProstaGene, LLC, a Delaware limited liability company ( ProstaGene ) and Dr. Pestell consummated the previously reported ProstaGene Transaction, including the Holding Company Reorganization (as defined below) and the ProstaGene Asset Acquisition (as defined below) further described below.

The ProstaGene Transaction was consummated pursuant to the Transaction Agreement (the Transaction Agreement ), dated as of August 27, 2018, among Old CytoDyn, us (then a wholly owned subsidiary of Old CytoDyn), Point Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of ours ( Merger Sub ), ProstaGene, and, solely with respect to certain provisions thereof, Dr. Richard G. Pestell, which provided for the purchase of substantially all of the assets and rights, and the assumption of certain liabilities and obligations, associated with ProstaGene. The transactions contemplated by the Transaction Agreement, including the Holding Company Reorganization and the ProstaGene Asset Acquisition, are collectively referred to as the ProstaGene Transaction.

In order to achieve certain tax efficiencies for the members of ProstaGene, as an initial step in the ProstaGene Transaction pursuant to the Transaction Agreement, on November 16, 2018, Old CytoDyn effected a holding company reorganization under Section 251(g) of the Delaware General Corporation Law (the Holding Company Reorganization ). In the Holding Company Reorganization, Merger Sub was merged with and into Old CytoDyn, with Old CytoDyn surviving as a wholly owned subsidiary of ours. We changed our name from Point NewCo Inc. to CytoDyn Inc. and Old CytoDyn changed its name from CytoDyn Inc. to CytoDyn Operations Inc. The terms of the Holding Company Reorganization were previously disclosed in our Current Report on Form 8-K filed with the SEC on November 19, 2018.

Immediately following the effective time of the Holding Company Reorganization, in consideration for which we issued to ProstaGene, for distribution to its members, 27,000,000 newly issued shares of our common stock, (i) ProstaGene sold to us substantially all of ProstaGene s assets identified in the schedules to the Transaction Agreement, consisting primarily of intellectual property and intellectual property rights,

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free and clear of all liens, claims, charges, mortgages, pledges, security interests, equities, restrictions or other encumbrances, (ii) ProstaGene assigned to us, and we assumed from ProstaGene, the liabilities and obligations expressly set forth in the schedules to the Transaction Agreement, and (iii) we transferred to Old CytoDyn the acquired assets of ProstaGene, and we assigned to Old CytoDyn all of the assumed liabilities and obligations of ProstaGene, in exchange for additional stock of Old CytoDyn (with (i) through (iii) above constituting the ProstaGene Asset Acquisition ).

The ProstaGene Transaction, including the Holding Company Reorganization and the ProstaGene Asset Acquisition, did not require the approval of the Old CytoDyn stockholders. We relied upon the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended, in connection with the issuance of shares of common stock in the ProstaGene Asset Acquisition.

### *Escrow Agreement*

In connection with the ProstaGene Transaction, on November 16, 2018, us and ProstaGene entered into an Escrow Agreement (the Escrow Agreement ) with our transfer agent, pursuant to which 5,400,000 shares of common stock (the Stock Holdback Shares ) will be held by our transfer agent as the sole source of recovery for us against any indemnification claims against ProstaGene or Dr. Pestell. The Escrow Agreement provides for release of the Stock Holdback Shares in three equal installments, on each date that is 6, 12 and 18 months following the closing date of the ProstaGene Transaction, subject to any indemnity claims that may exist.

### *Stock Restriction Agreement*

In connection with the ProstaGene Transaction, on November 16, 2018, we entered into a Stock Restriction Agreement (the Stock Restriction Agreement ) restricting the transfer of 8,342,000 shares of the common stock payable to Dr. Pestell in the ProstaGene Transaction (the Restricted Shares ) for a three-year period from the closing date of the ProstaGene Transaction. In the event Dr. Pestell's employment with us is terminated other than by us without Cause (as defined in the Employment Agreement entered into between us and Dr. Pestell (the Employment Agreement )) or by Dr. Pestell for Good Reason (as defined in the Employment Agreement), we will have an option to repurchase such Restricted Shares from Dr. Pestell at a purchase price of \$0.001 per share. The Restricted Shares will vest and be released from the Stock Restriction Agreement in three equal annual installments commencing one year after the closing date of the ProstaGene Transaction.

The foregoing descriptions of the Stock Restriction Agreement, and the Escrow Agreement are qualified in their entirety by reference to the full text of each agreement, copies of which are filed as Exhibits 10.1, 10.2, and 10.3, respectively, to the Current Report on Form 8-K12G3 filed by us on November 19, 2018.

## **Private Placements**

The shares of our common stock being offered for resale by selling stockholders named herein pursuant to this prospectus were issued or are issuable in connection with private placement transactions described below.

### *December 2018 Placement*

Between August 28, 2018 and December 11, 2018, we issued in private placements to accredited investors (which we refer to as the December 2018 Placement ) an aggregate of 46,975,170 shares of our common stock, together with warrants (the December 2018 Investor Warrants ) to purchase an aggregate of 23,487,585 shares of our common stock at an exercise price of \$0.75 per share. We paid Paulson Investment Company, LLC, as the placement agent for



certain of the transactions in the December 2018 Placement, in addition to certain cash fees, warrants (the December 2018 Placement Agent Warrants and, together with the December 2018 Investor Warrants, the Warrants ) to purchase an aggregate of 4,446,917 shares of our common stock at an exercise price of \$0.50 per share. The December 2018 Investor Warrants and December 2018 Placement Agent Warrants all have a five-year expiration term and were immediately exercisable from the date of issuance. The December 2018 Placement Agent warrants provide for cashless exercise.

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The shares of common stock issued in the December 2018 Placement as well as the shares of common stock issuable upon exercise of December 2018 Investor Warrants and December 2018 Placement Agent Warrants are being offered for resale by the selling stockholders identified in this prospectus.

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**This Offering**

We are registering for resale by the selling stockholders named herein an aggregate of 101,909,672 shares of our common stock as described below.

- Securities being offered: 101,909,672 shares of our common stock, including (i) 27,000,000 shares of common stock issued to the selling stockholders in connection with the acquisition of substantially all of the assets of ProstaGene LLC, (ii) 46,975,170 shares of common stock issued to the selling stockholders in connection with private transactions, (iii) 23,487,585 shares of common stock underlying warrants to purchase common stock issued to the selling stockholders in connection with private transactions, and (iv) 4,446,917 shares of common stock underlying warrants issued to Paulson Investment Company, LLC in its role as Placement Agent in certain private transactions.
- Use of proceeds: We will not receive any of the proceeds from the sale or other disposition of shares of our common stock by the selling stockholders. We may receive proceeds upon any exercise for cash of the Warrants, in which case such proceeds will be used for general working capital purposes. The December 2018 Placement Agent Warrants include a cashless exercise feature, while the December 2018 Investor Warrants do not.
- Market for common stock: Our common stock is quoted on the OTCQB of the OTC Markets under the symbol CYDY. On February 13, 2019, the closing price of our common stock was \$0.51 per share.
- Risk factors: See Risk Factors beginning on page 6 for risks you should consider before investing in our shares.

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**RISK FACTORS**

Investing in our securities involves risks. You should carefully consider the risks, uncertainties and other factors described in our most recent Annual Report on Form 10-K, as supplemented and updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we have filed or will file with the Securities and Exchange Commission (the "SEC"), and in other documents which are incorporated by reference into this prospectus, as well as the risk factors and other information contained in or incorporated by reference into any accompanying prospectus supplement before investing in any of our securities. Our financial condition, results of operations or cash flows could be materially adversely affected by any of these risks. The risks and uncertainties described in the documents incorporated by reference herein are not the only risks and uncertainties that you may face.

For more information about our SEC filings, please see "Where You Can Find More Information" and "Incorporation of Certain Information by Reference."

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**USE OF PROCEEDS**

We will receive no proceeds from the sale of shares of common stock by the selling stockholders.

A portion of the shares of common stock covered by this prospectus are issuable upon exercise of Warrants issued to the selling stockholders. The exercise price of the December 2018 Investor Warrants is \$0.75 per share. The exercise price of the December 2018 Placement Agent Warrants is \$0.50 per share. The exercise price and number of shares of common stock issuable upon exercise of the December 2018 Investor Warrants and December 2018 Placement Agent Warrants may be adjusted in certain circumstances, including stock splits or dividends, mergers, or reclassifications or similar events. Upon any exercise of Warrants for cash, the selling stockholders will pay us the exercise price. The December 2018 Placement Agent Warrants include a cashless exercise feature, while the December 2018 Investor Warrants do not.

To the extent we receive proceeds from the cash exercise of outstanding Warrants, we intend to use the proceeds for working capital and other general corporate purposes.

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**SELLING STOCKHOLDERS**

The table below sets forth information concerning the resale of our shares by the selling stockholders. The selling stockholders acquired our securities in private placement transactions. The total number of common shares sold under this prospectus may be adjusted to reflect adjustments due to stock dividends, stock distributions, splits, combinations or recapitalizations with regard to the common stock and warrants. Unless otherwise stated below in the footnotes, to our knowledge, no selling stockholder, nor any affiliate of such stockholder: (i) has held any position or office with us during the three years prior to the date of this prospectus; or (ii) is a broker-dealer, or an affiliate of a broker-dealer.

The selling stockholders may exercise their warrants at any time in their sole discretion. Set forth below is the name of each selling stockholder and the amount and percentage of common stock owned by each (including shares which a stockholder has the right to acquire within 60 days, including upon exercise of options or warrants) prior to the offering, the shares to be sold in the offering, and the amount and percentage of common stock to be owned by each (including shares which a stockholder has the right to acquire within 60 days, including upon exercise of options or warrants) after the offering assuming all shares are sold. The footnotes provide information about persons who have voting and dispositive power with respect to shares held by the selling stockholders.

We have registered up to 101,909,672 shares of our common stock, including (i) 27,000,000 shares of common stock issued to the selling stockholders in connection with the acquisition of substantially all of the assets of ProstaGene LLC, (ii) 46,975,170 shares of common stock issued to the selling stockholders in connection with private transactions, (iii) 23,487,585 shares of common stock underlying the December 2018 Investor Warrants, and (iv) 4,446,917 shares of common stock underlying the December 2018 Placement Agent Warrants. See Prospectus Summary above.

The following table is based on information provided to us by the selling stockholders and is as of February 13, 2019. The selling stockholders may sell all or some of the shares of common stock they are offering, and may sell, unless indicated otherwise in the footnotes below, shares of our common stock otherwise than pursuant to this prospectus. The tables below assume that each selling stockholder sells all of the shares offered by it in offerings pursuant to this prospectus, and does not acquire any additional shares. We are unable to determine the exact number of shares that will actually be sold or when or if these sales will occur.

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Name of Selling Securityholder	% Owned Pre- Shares BeneficiallyOffering		Common Stock	Warrant Shares (3)	Number of Shares Post- Offering	% of Shares Post- Offering (2)
	Owned Pre-Offering (1)	(2)				
3NT Management, LLC	3,316,666	1.1%	400,000	200,000	2,716,666	*
Aaron Buckland	60,000	*	40,000	20,000		*
Adolfo and Donna Carmona	600,000	*	200,000	100,000	300,000	*
Advanta IRA Services LLC FBO Fazal Dasankop IRA 8003257	150,000	*	100,000	50,000		*
Andreas & Brianne Johnson Trust D 04/16/18 (4)	250,000	*	100,000	50,000	100,000	*
Andreas Johnson (5)	400,000	*	100,000	50,000	250,000	*
Angus Bruce	105,000	*	70,000	35,000		*
Aronow Capital LLC	1,531,333	*	736,000	368,000	427,333	*
Ashit and Minaxi Vijapura	300,000	*	200,000	100,000		*
Ashok and Harshida Patel	274,998	*	50,000	25,000	199,998	*
Asian Gateway Ltd.	760,000	*	400,000	200,000	160,000	*
Aurum nominees Ltd a/c 12510	300,000	*	200,000	100,000		*
Barrett Share Trust (6)	1,800,000	*	1,200,000	600,000		*
Barry Saxe	2,541,365	*	240,000	120,000	2,181,365	*
Baruch S. Blumberg Institute	215,067	*	215,067			*
Brent Orr	150,000	*	100,000	50,000		*
Brian and Veronica Kline	300,000	*	200,000	100,000		*
Bruce Seyburn	474,999	*	50,000	25,000	399,999	*
Bruce Wagner	600,000	*	400,000	200,000		*
Bryan Thompson	225,000	*	150,000	75,000		*
Burt Stangarone	445,000	*	100,000	50,000	295,000	*
CD Walker LLC (7)	594,615	*	100,000	50,000	444,615	*
Channing Allen Pfeiffer	180,000	*	120,000	60,000		*
Charles Allen and Rilla Delorier	500,000	*	200,000	100,000	200,000	*
Charles Jeffrey Trick	225,000	*	150,000	75,000		*
Charles Mader	253,065	*	50,000	25,000	178,065	*

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Chase Warren	165,000	*	110,000	55,000		*
Chris Warren	225,000	*	150,000	75,000		*
Christopher A. Morrison, MD	300,000	*	200,000	100,000		*
Clayton A. Struve	2,133,076	*	400,000	200,000	1,533,076	*
Cologero Marasca	60,000	*	40,000	20,000		*
Computershare Trust Company As Escrow						
Agent Fbo ProstaGene (8)	5,400,000	1.8%	5,400,000			*
Cooper Pulliam	450,000	*	300,000	150,000		*
Craig Broome	300,000	*	200,000	100,000		*
Currie Family Trust	355,000	*	70,000	35,000	250,000	*
Dane Shea	374,955	*	249,970	124,985		*
Dan W. Matthias	145,745	*	145,745			*
Dan W. Matthias & Rebecca C. Matthias, JTWROS	1,715,164	*	1,715,164			*
Daniel and Delita Ann Camilleri	75,000	*	50,000	25,000		*
Daniel Nowlin	810,000	*	100,000	50,000	660,000	*
David and Elizabeth Kocyba	75,000	*	50,000	25,000		*
David E. Harrison	450,000	*	300,000	150,000		*
David Rocco	300,000	*	200,000	100,000		*
David Smigielski	150,000	*	100,000	50,000		*
Dean Bekken	450,000	*	300,000	150,000		*
Diana Blanton	150,000	*	100,000	50,000		*
Donald A. Zukowski	300,000	*	200,000	100,000		*
Dr. Baron Lonner	750,000	*	500,000	250,000		*
Dr. Rick Crossland	300,000	*	200,000	100,000		*
Dr. Frank P. Cammisa Jr.	750,000	*	500,000	250,000		*
Dr. Fred Rotstein	72,000	*	48,000	24,000		*
Dr. John Carbone	300,000	*	200,000	100,000		*
Dr. Ken Hsu	300,000	*	200,000	100,000		*
Dr. Peter and Catherin B. Newton	150,000	*	100,000	50,000		*
Dr. Peter Staats	750,000	*	500,000	250,000		*
Due Mondt Investments, Ltd	113,460	*	50,000	25,000	38,460	*
Edward Kinateder	300,000	*	200,000	100,000		*
Eileen F. Wenschlag Revocable Trust	250,000	*	100,000	50,000	100,000	*
ELDOROT LLC	300,000	*	200,000	100,000		*
Elizabeth Sherertz	150,000	*	100,000	50,000		*
Emmanuel N. Menga	150,000	*	100,000	50,000		*
Estate of Bernard Baumrin	61,256	*	61,256			*



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Equity Trust Company FBO Leonard Edward Samuels Roth IRA	300,000	*	200,000	100,000
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