

GNCC CAPITAL, INC.

SUPPLEMENTAL INFORMATION

CANCELLATION OF THE ISSUANCE OF SHARES OF SERIES H CONVERTIBLE PREFERRED STOCK

FILED: NOVEMBER 17, 2014

CANCELLATION OF THE ISSUANCE OF SHARES OF SERIES H CONVERTIBLE PREFERRED STOCK:

The Company issued an amount of 400,000 (Four hundred thousand) shares of Series H Convertible Preferred Stock on September 29, 2014 at a price of $1.00 each and in settlement of the acquisition of the entire interest of Reputation Managers, LLC ("RM"), an agreement dated September 18, 2014.

On November 16, 2014, the vendors of RM and the Company mutually agreed to terminate the acquisition of RM by the Company. The details are set out in an OTC Markets Disclosure Filing dated November 17, 2014.

BACKGROUND:

The Original Filing detailing this Issuance on September 19, 2014 is annexed hereto as an Exhibit for reference purposes.

ACCOUNTING TREATMENT OF THESE ISSUANCES:

The cancellation of the acquisition of RM and the cancellation of these 400,000 (Four hundred thousand) shares of Series H Convertible Preferred Stock will not be accounted for in the Company's Consolidated Financial Statements.

DATED: NOVEMBER 17, 2014

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN

GNCC CAPITAL, INC.

SUPPLEMENTAL INFORMATION

ISSUANCE OF SHARES OF SERIES H CONVERTIBLE PREFERRED STOCK

EFFECTIVE: UPON FILING WITH SECRETARY OF STATE, DELAWARE

FILED: SEPTEMBER 19, 2014

BACKGROUND:

On September 9, 2014, the Directors of GNCC Capital, Inc. approved a Certificate of Amendment of Certificate of Incorporation, with the Secretary of State in Delaware; to authorize the shares Series H Convertible Preferred Stock.

The salient terms of the shares of Series H Convertible Preferred Stock:-

The shares of Series H Convertible Preferred Stock bear interest at the rate of 8% (Eight percent) per annum.

They are secured by a Liquidation Preference that shall be payable from the proceeds of liquidation of the Corporation's interest from the Corporation's equity and debt interest(s) in its subsidiary, Reputation Managers, LLC, incorporated in the State of California under Filing ID Number: 201001110012.

They are not redeemable for a period of less than 1 (One) year from the date of issue.

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series H Convertible Preferred Stock, the holders of Series H Convertible Preferred Stock shall not have voting rights.

Each share of Series H Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued, and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series H Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series H Conversion Price" shall be the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series H Conversion Price, and the rate at which shares of Series H Convertible Preferred Stock may be converted into shares of Common Stock. Shares of Series H Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

RATIONALE FOR THE AUTHORIZATION OF THE SHARES OF SERIES H CONVERTIBLE PREFERRED STOCK:

The Company will be issuing shares of Series H Convertible Preferred Stock to:-

1. Acquire the entire Members Interest in Reputation Managers, LLC; and
2. To fund acquisitions made by Reputation Managers, LLC.

THE SERIES H CONVERTIBLE PREFERRED STOCK DESIGNATION WAS FILED ON THE OTC MARKETS DISCLOSURE SERVICE ON SEPTEMBER 19, 2014. IT IS ATTACHED AS AN EXHIBIT TO THIS FILING.

ISSUANCES OF SHARES OF SERIES H CONVERTIBLE PREFERRED STOCK ON OR ABOUT SEPTEMBER 25, 2014:

Stockholder Name	Amount of Series H Preferred Issued	Amount $
Danny DeMichele	200,000	200,000
David Jack Harris	200,000	200,000
TOTALS	**400,000**	**400,000**

NOTES:

The shares were issued to acquire the entire Members Interest in Reputation Managers, LLC on September 18, 2014.

ACCOUNTING TREATMENT OF THESE ISSUANCES:

The $400,000 (Four hundred thousand dollars) issued in these shares of Series H Convertible Preferred Stock will be capitalized in the Fourth Quarter ending September 30, 2014 as Additional Paid In Capital as Stockholders Equity.

DATED: SEPTEMBER 19, 2014

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN

CERTIFICATE OF DESIGNATION
OF
SERIES H CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on September 9, 2014, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 1,000,000 (One million) shares of Preferred Stock, $0.00001 par value, designated as Series H Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series H Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series H Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

1,000,000 (One million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series H Convertible Preferred Stock (the "Series H Preferred Stock").

Section 2: STATED VALUE

Each share of Series H Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share shall bear dividends at the rate of $0.08 (Eight cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series H Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

The Liquidation Preference shall be payable from the proceeds of liquidation of the Corporation's interest from the Corporation's equity and debt interest(s) in its subsidiary, Reputation Managers, LLC, incorporated in the State of California under Filing ID Number: 201001110012.

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series H Convertible Preferred Stock, the holders of Series H Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series H Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series H Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series H Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series H Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series H Conversion Price" shall be the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series H Conversion Price, and the rate at which shares of Series H Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series H Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series H Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series H Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series H Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series H Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series H Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series H Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series H Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series H Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series H Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series H Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series H Convertible Preferred Stock shall not be entitled to convert shares of Series H Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series H Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 (Sixty one) days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series H Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series H Convertible Preferred Stock may deem and treat the record holder of any shares of Series H Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series H Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series H Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series H Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series H Convertible Preferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series H Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series H Convertible Preferred Stock.

(B) Series H Convertible Preferred Stock shall receive such consideration as if such number of shares of Series H Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series H Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series H Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of September, 2014.

BY:

GNCC CAPITAL, INC.



NICOLAAS EDWARD BLOM	**RONALD YADIN LOWENTHAL**
DIRECTOR &	**DIRECTOR &**
SECRETARY	**TREASURER**