OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Geospatial Corporation (formerly known as Geospatial Holdings, Inc.; name changed on October 2, 2013.)

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 229 Howes Run Road
Address 2: Sarver, PA 16055
Address 3: _____
Phone: 724-353-3400
Email: _____
Website(s): www.geospatialcorporation.com

IR Contact
Address 1: 229 Howes Run Road
Address 2: Sarver, PA 16055
Address 3: _____
Phone: 724-353-3400
Email: _____
Website(s): www.geospatialcorporation.com

3) Security Information

Trading Symbol: GSPH
Exact title and class of securities outstanding: Common Stock
CUSIP: 37364F108
Par or Stated Value: $0.001 per share
Total shares authorized: 350,000,000 as of: 3-31-15
Total shares outstanding: 137,806,264 as of: 3-31-15

Additional class of securities (if necessary):
Trading Symbol: N/A
Exact title and class of securities outstanding: Series B Convertible Preferred Stock
CUSIP: N/A
Par or Stated Value: $0.001 per share
Total shares authorized: 5,000,000 as of: 3-31-15
Total shares outstanding: None. as of: 3-31-15

Transfer Agent
Name: Interwest Transfer Co., Inc.
Address 1: 1981 East Murray Holladay Road
Address 2: Suite 100
Address 3: Salt Lake City, UT 84117
Phone: 801-272-9294
Is the Transfer Agent registered under the Exchange Act?* Yes: x☐ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None.

Describe any trading suspension orders issued by the SEC in the past 12 months.

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

See Schedule A.

B. Any jurisdictions where the offering was registered or qualified;

See Schedule A.

C. The number of shares offered;

See Schedule A.

D. The number of shares sold;

See Schedule A.

E. The price at which the shares were offered, and the amount actually paid to the issuer;

See Schedule A.

F. The trading status of the shares; and

See Schedule A.

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

See Schedule A.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

Annual Report for year ended December 31, 2014 posted on March 31, 2015 incorporated by reference.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Geospatial Corporation (formerly known as Geospatial Holdings, Inc.) provides proven cloud-based geospatial solutions to accurately locate and digitally map in 3D, underground pipelines and other infrastructure. Our professional staff offers the expertise, ability and technologies required to design and execute innovative, challenging solutions that push the Company to the forefront of the cloud-based infrastructure mapping industry.

B. Date and State (or Jurisdiction) of Incorporation:

December 26, 1995, Nevada.

C. the issuer's primary and secondary SIC Codes;

541370

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Mapping of underground infrastructure assets.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Description of Property

Our headquarters office is located in Sarver, Pennsylvania. This building, which we lease from the Company's Chairman/CEO, has approximately 3,200 square feet of office space and is used by our corporate and operations staff. This property is rented under a month-to-month lease at $6,500 per month.

We believe that the Company's existing facilities are adequate to meet its business needs for the foreseeable future.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

See Schedule B.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

   None.

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

See Schedule B.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: David J. Lowe, Esq.
Firm: Sherrard German & Kelly, P.C.
Address 1: 535 Smithfield Street, Suite 300
Address 2: Pittsburgh, PA 15222
Phone: 412-258-6718
Email: _____

Accountant or Auditor
Name: _____
Firm: Goff, Backa, Alfera & Co., LLC
Address 1: 3325 Saw Mill Run Boulevard
Address 2: Pittsburgh, PA 15227
Phone: 412-885-5045
Email: _____

Investor Relations Consultant
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Mark A. Smith certify that:

1. I have reviewed this Annual Disclosure Statement of Geospatial Corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 15, 2015

/s/ Mark A. Smith

Chief Executive Officer

I, Thomas R. Oxenreiter certify that:

1. I have reviewed this Annual Disclosure Statement of Geospatial Corporation;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 15, 2015

/s/ Thomas R. Oxenreiter

Chief Financial Officer

Schedule A. Recent Sales of Unregistered Securities.

On July 10, 2012, the Company issued 1,000,000 shares of the Company's common stock to Troy G. Taggart, now the Company's President, in exchange for services. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act. Mr. Taggart is an accredited investor, and the Company issued the shares of common stock without any general solicitation or advertisement and with a restriction on resale.

On July 10, 2012, the Company issued 1,000,000 shares of the Company's common stock to a contractor in exchange for services. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act. The recipient is an accredited investor, and the Company issued the shares of common stock without any general solicitation or advertisement and with a restriction on resale.

On December 1, 2012, the Company issued warrants to purchase 225,000 shares of its common stock at an exercise price of $0.15 per share to a contractor in exchange for services. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act. The recipient is an accredited investor, and the Company issued the warrants without any general solicitation or advertisement and with a restriction on resale.

From July 13, 2013 through August 20, 2013, the Company sold to various investors 4,517,572 shares of its Series B Convertible Preferred Stock ("Series B Stock") and warrants to purchase 451,738 shares of Series B Stock at an exercise price of price of $2.50 per share, for a purchase price of $0.70 per share of Series B Stock purchased, or an aggregate purchase price of $3,162,311. The sales of the Series B Stock and warrants took place in a series of private placement transactions pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. The purchasers are accredited investors, and the Company conducted the private placement without any general solicitation or advertisement and with a restriction on resale.

On August 20, 2013, the Company issued to Mark A. Smith, the Company's Chief Executive Officer and Chairman of the Board of Directors, 17,909,203 shares of the Company's common stock, and warrants to purchase 1,790,920 shares of the Company's common stock at an exercise price of $0.25 per share, in conversion of
$1,253,644 of outstanding indebtedness of the Company owed to Mr. Smith. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. Mr. Smith is an accredited investor, and the Company issued the common stock and warrants without any general solicitation or advertisement and with a restriction on resale.

On August 20, 2013, the Company issued to Thomas R. Oxenreiter, the Company's Chief Financial Officer and Director, 3,371,719 shares of the Company's common stock, and warrants to purchase 337,172 shares of the Company's common stock at an exercise price of $0.25 per share, in conversion of $236,020 of outstanding indebtedness owed by the Company to Mr. Oxenreiter. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. Mr. Oxenreiter is an accredited investor, and the Company issued the common stock and warrants without any general solicitation or advertisement and with a restriction on resale.

On September 30, 2013, the Company sold 1,500,002 shares of its common stock, and issued warrants to purchase 149,998 shares of its common stock at an exercise price of $0.25 per share, to five investors at a sales price of $0.07 per share, for an aggregate sales price of $105,000. The sales took place in a series of private placement transactions pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation
D. The purchasers are accredited investors, and the Company conducted the private placements without any general solicitation or advertisement, and with a restriction on resale.

On October 22, 2013, pursuant to a Mutual Release and Settlement Agreement, the Company issued 9,000,000 shares of common stock to Delta Networks, S.A. to settle contractual obligations. In addition, the Company issued warrants to purchase 3,000,000 shares of its common stock at an exercise price of $0.50 per share. The shares and warrants were issued pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act. The recipient of the warrants is an accredited investor, and we issued the shares and warrants without any general solicitation or advertisement and with a restriction on resale.

From November 27, 2013 through October 22, 2014, the Company sold 10,569,607 shares of its common stock at $0.35 per share to several investors, for an aggregate sales price of $3,699,482. The sales and issuances took place in a series of private placement transactions pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) and/or Regulation D. The purchasers are accredited investors, and the Company conducted the private placements without any general solicitation or advertisement, and with a restriction on resale. No commission or other remuneration was paid or given directly or indirectly for soliciting the conversion.

From October 31, 2013 through July 31, 2014, the Company issued 39,875,220 shares of common stock to certain holders of its Series B Stock upon conversion of 3,987,522 shares of Series B Stock. Such shares were issued pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) and/or Section 3(a)(9) of the Securities Act and/or Regulation D. The converting holders of Series B stock are accredited investors, and the Company issued the shares without any general solicitation or advertisement, and with a restriction on resale.

From May 22, 2014 through June 25, 2014, the Company issued 106,745 shares of Series B Stock to certain investors upon exercise of warrants to purchase Series B Stock, for an aggregate sales price of $266,571. The sales and issuances took place in a series of private placement transactions pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) and/or Regulation D. The purchasers are accredited investors, and the Company conducted the private placements without any general solicitation or advertisement, and with a restriction on resale. No commission or other remuneration was paid or given directly or indirectly for soliciting the exercise.

On June 11, 2014, the Company issued 21,428 shares of common stock to an investor upon exercise of warrants to purchase common stock, for a sales price of $5,332. The sale and issuance took place in a private placement transaction pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) and/or Regulation D. The purchaser is an accredited investor, and the Company conducted the private placement without any general solicitation or advertisement, and with a restriction on resale. No commission or other remuneration was paid or given directly or indirectly for soliciting the exercise.

During 2012, the Company issued 45,000 shares of common stock to settle contractual obligations. The shares were issued pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act. The recipients of the shares are accredited investors, and the Company issued the shares without any general solicitation or advertisement, and with a restriction on resale.

During 2013, the Company issued 996,120 shares of common stock to settle contractual obligations. The shares were issued pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act. The recipients are accredited investors, and the Company

issued the shares without any general solicitation or advertisement, and with a restriction on resale.

During 2014, the Company issued 265,000 shares of common stock to an investor for services and to settle contractual obligations. The shares were issued pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act. The recipient is an accredited investor, and the Company issued the shares without any general solicitation or advertisement, and with a restriction on resale.

On January 16, 2015, the Company issued to a lender a Senior Secured Promissory Note in the principal amount of $500,000, which is convertible into shares of common stock upon certain conditions if not repaid at maturity, and warrants to purchase 1,500,000 shares of its common stock at an exercise price of $0.25 per share. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. The recipient is an accredited investor, and the Company issued the Note and the warrants without any general solicitation or advertisement and with a restriction on resale.

On January 16, 2015, the Company issued warrants to purchase 100,000 shares of the Company's common stock at an exercise price of $0.25 per share to a consultant.
The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. The recipient is an accredited investor, and the Company issued the warrants without any general solicitation or advertisement and with a restriction on resale.

On January 16, 2015, the Company issued warrants to purchase 50,000 shares of the Company's common stock at an exercise price of $0.25 per share to a consultant. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. The recipient is an accredited investor, and the Company issued the warrants without any general solicitation or advertisement and with a restriction on resale.

On February 16, 2015, the Company issued warrants to purchase 1,000,000 shares of the Company's common stock at an exercise price of $0.25 per share to a consultant. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. The recipient is an accredited investor, and the Company issued the warrants without any general solicitation or advertisement and with a restriction on resale.

On February 24, 2015, the Company sold 120,000 shares of its common stock at $0.25 per share to an investor for a sales price of $30,000. The sale and issuance took place in a private placement transaction pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) and/or Regulation
D. The purchaser is an accredited investor, and the Company conducted the private placement without any general solicitation or advertisement, and with a restriction on resale. No commission or other remuneration was paid or given directly or indirectly for soliciting the conversion.

On February 26, 2015, the Company issued 6,150,587 shares of its common stock to the holder of the Company's Senior Secured Redeemable Note upon the conversion of the principal amount of, and accrued interest on, such Note aggregating $1,569,030. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) and/or Regulation D. The recipient is an accredited investor, and the Company issued the shares of common stock without any general solicitation or advertisement and with a restriction on resale.

On March 14, 2015, the Company issued to a lender an Unsecured Convertible Promissory Note in the principal amount of $50,000, which is convertible into shares of common stock at the option of the holder, and warrants to purchase 75,000 shares of its common stock at an exercise price of $0.25 per share. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. The recipient is an accredited investor, and the Company issued the Note and the warrants without any general solicitation or advertisement and with a restriction on resale.

On April 2, 2015, the Company issued to a lender a Secured Promissory Note in the principal amount of $1,000,000, which is convertible into shares of common stock at the option of the holder, and warrants to purchase 2,000,000 shares of its common stock at an exercise price of $0.25 per share. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and/or Regulation D. The recipient is an accredited investor, and the Company issued the Note and the warrants without any general solicitation or advertisement and with a restriction on resale.

The recipients of the securities in each of these transaction described above represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were placed upon the stock certificates issued in these transactions. All recipients had adequate access, through their relationships with us, to information about us.

SCHEDULE B

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information, as of May 11, 2015, regarding beneficial ownership of our common stock to the extent known to us, by:

(i) each person who is known by us to own beneficially more than 5% of our outstanding shares of common stock or Series B Stock (each a "5% Stockholder");

(ii) each Director;

(iii) each Named Executive Officer; and

(iv) all of our Directors and Named Executive Officers as a group.

We have determined beneficial ownership in accordance with the Rules of the SEC. Unless otherwise noted, we believe that each person named in the table has sole voting and investment power with respect to all shares of our common stock that he or she beneficially owns.

Applicable percentage ownership of common stock is based on 137,806,264 shares of common stock outstanding. For purposes of these tables, a person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days from May 11, 2015 upon exercise of options, warrants and convertible securities. Each beneficial owner's percentage ownership is determined by assuming that options, warrants and convertible securities that are held by such person (but not those held by any other person) and that are exercisable within 60 days from the date hereof have been exercised. Unless otherwise indicated, the address of each 5% Stockholder, Director and Named Executive Officer is 229 Howes Run Road, Sarver, PA 16055.

	Shares of Common Stock Beneficially Owned Prior to this Offering	
Name of Beneficial Owner	**Shares**	**%**
Named Executive Officers and Directors:		
Mark A. Smith	35,732,684(1)	23.9
Thomas R. Oxenreiter	5,829,608(2)	4.2
Troy G. Taggart	3,186,375(3)	2.3
All executive officers and directors as a group (3) persons	44,748,667(4)	29.0
Other 5% Stockholders:		
Lesa Smith	24,695,764(5)	17.9
Delta Networks Limited SA [(6)]	12,300,000(7)	8.7
John W. Whearty, Trustee of the Anthony F. Hovey Living Trust dated 3-18-2008 [(8)]	8,929,638(9)	6.5
Matthew F. Bensen[(10)]	6,858,140(11)	5.0
deLaski Family Foundation	7,150,587(12)	5.2

(1) Includes 23,941,764 shares of common stock jointly owned by Mr. Smith and his wife, Lesa A. Smith, and 11,790,920 shares of common stock issuable upon exercise of outstanding options, stock appreciation rights, and warrants.

(2) Includes 3,392,436 shares of common stock jointly owned by Mr. Oxenreiter and his wife, Emily J. Oxenreiter, and 2,437,172 shares of common stock issuable upon exercise of outstanding options, stock appreciation rights, and warrants.

(3) Includes 74,330 shares of common stock owned by a revocable trust controlled by Mr. Taggart, and 2,112,045 shares of common stock issuable upon exercise of outstanding options, stock appreciation rights, and warrants.

(4) Includes 16,340,137 shares of common stock issuable upon exercise of outstanding options, stock appreciation rights, and warrants.

(5) Represents 23,941,764 shares of common stock owned jointly by Mrs. Smith and her husband, Mark A. Smith; 377,000 shares of common stock owned by the 2000 Irrevocable Trust FBO Benjamin Smith, of which Mrs. Smith is the trustee; and 377,000 shares of common stock owned by the 2000 Irrevocable Trust FBO Ian Smith, of which Mrs. Smith is the trustee.

(6) The address for Delta Networks Limited SA is Molenberglei 42, 2627 Scheibe, Belgium. Peter Magnus has voting and investment power over these securities.

(7) Includes 300,000 shares of common stock owned by a wholly-owned subsidiary of Delta Networks, Ltd., SA, and 3,000,000 shares of common stock issuable upon exercise of outstanding warrants.

(8) The address for John W. Whearty, Trustee of the Anthony F. Hovey Living Trust dated 3/18/2008 is 9115 SW Oleson Road, Suite 100, Portland, OR 97223.

(9) Includes 500,000 shares of common stock issuable upon exercise of outstanding warrants to purchase shares of Series B Stock and subsequent conversion of such shares of Series B Stock to common stock.

(10) The address for Matthew F. Bensen is 20961, Nightshade Rd., Ashburn, VA 20147.

(11) Includes 623,460 shares of common stock issuable upon exercise of outstanding warrants to purchase shares of Series B Stock and subsequent conversion of such shares of Series B Stock to common stock.

(12) The address for the deLaski Family Foundation is 1201 Connecticut Ave. NW, Suite 300, Washington, DC 20036.