CONFIDENTIAL

PRIVATE PLACEMENT MEMORANDUM

DEK Biotech, Inc.

A Delaware Corporation

$2,000,000

2,000,000 Class A Common Shares
$1.00 USD Per Share

DEK Biotech, Inc. is offering a minimum of twenty percent (20%) and a maximum of forty percent (40%) (the "Share(s)") in the Company. There is no public market for the Shares or any other securities of the Company and no such market will develop as a result of this offering.

THE SHARES OFFERED HEREIN ARE HIGHLY SPECULATIVE AND AN INVESTMENT IN THE COMPANY INVOLVES A HIGH DEGREE OF RISK AND IMMEDIATE AND SUBSTANTIAL DILUTION FROM THE OFFERING PRICE. SEE "RISK FACTORS" AND "DILUTION." THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR APPLICABLE STATE SECURITIES LAWS AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THESE LAWS. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE REGULATORY AUTHORITY NOR HAS THE COMMISSION OR ANY STATE REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SHARES MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR AN OPINION OF COUNSEL IN FORM AND SUBSTANCE ACCEPTABLE TO THE COMPANY AND ITS COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.

NOTE: All Figures In United States Dollars

	Number of Shares Offered [1]	Offering Price	Selling Commissions [2] [3]	Percentage Share	Proceeds to Company [4]
Per Share	--	**$1.00**	**$-0-**	-	-
Total Minimum	**1,000,000**	**$1,000,000**	**$60,000**	**20%**	**$940,000**
Total Maximum	**2,000,000**	**$2,000,000**	**$120,000**	**40%**	**$1,880,000**

(1) The Company is offering a minimum of 1,000,000 and a maximum of 2,000,000 of Shares at the price indicated.
(2) We also have agreed to indemnify the Placement Agent against certain civil liabilities, including liabilities under the Securities Act.
(3) The Company has agreed to offer the Share on an agency and "best efforts" basis. The offering will be terminated if the minimum number of Share is not subscribed for by March 1, 2012, unless sooner terminated or extended by the Company. Funds paid by investors will be held in an escrow account and will be returned promptly if the offering is terminated. The minimum investment is $200,000, subject to the Company's right to accept a lesser amount.
(4) Before deducting offering expenses payable by the Company, estimated to be approximately $75,000, and the non-accountable expense allowance payable to the Placement Agent of up to $5,000.

The date of this Private Placement Memorandum is March 1, 2012.

No person has been authorized to give any information or to make any representations in connection with the offer made by this private placement memorandum, nor has any person been authorized to give any information or make any representations other than those contained in this private placement memorandum, and if given or made, such information or representations must not be relied upon. This private placement memorandum does not constitute an offer to sell or solicitation of an offer to buy in any jurisdiction in which such offer or solicitation would be unlawful or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this private placement memorandum nor any sale made hereunder shall, under any circumstances, create an implication that there as has been no change in the affairs of the company since the date hereof. This private placement memorandum is submitted on a confidential basis for use by a limited number solely in consideration of the purchase of the Share described herein in a private placement. The acceptance of this private placement memorandum constitutes an agreement on the part of the recipient hereof and the recipient's representatives to maintain the confidentiality of the information contained herein.

Author: DEK BIOTECH, INC.
5454 Blair Road / Suite 140
Carlsbad, CA 92125

Date of Printing: Tuesday, March 27, 2012

RISK DISCLOSURE

THIS IS A HIGH RISK TRANSACTION. PLEASE REVIEW ALL OF THE DOCUMENTS CAREFULLY, INCLUDING THE RISK FACTORS INCLUDED IN THIS OFFERING MEMORANDUM.

An investment in the Company's securities involves a high degree of risk and is suitable only for persons who can bear the loss of their entire investment and who can bear the financial risk of their investment for an indefinite period of time. See "Risk Factors" in this Confidential Offering Memorandum.

The Company has not registered the securities under the Securities Act of 1933, as amended (the "Securities Act") or applicable state securities laws. The Company is relying on exemptions from the registration requirements under those laws. The securities may not be transferred unless they are registered under the Securities Act and any applicable state securities laws or the Company has received an opinion of counsel acceptable to the Company and to the Company's counsel that registration under those laws is not required.

This Confidential Offering Memorandum supersedes all information, written or oral, that has been previously furnished. No person is authorized in connection with the proposed private offering of the Company's securities to which this Confidential Offering Memorandum relates (the "Proposed Offering") to make any statements or representations (whether oral or written) other than as set forth in this Confidential Offering Memorandum, and no information (whether oral or written) other than as furnished herein may be relied upon.

This Confidential Offering Memorandum contains forward-looking statements, including statements about the Company's plans for future operations and performance. Potential investors are cautioned that forward-looking statements are not guarantees and that actual results may differ materially from those projected. Important factors that could cause actual results to differ materially from those projected in forward-looking statements include, but are not limited to, those factors discussed under the caption "Risk Factors" of this Confidential Offering Memorandum.

Prospective investors are not to construe the contents of this Confidential Offering Memorandum as legal, business or tax advice. Investors must rely upon their own representatives, including legal counsel and accountants, as to legal, tax, investment and other considerations concerning a purchase of the securities described in this Confidential Offering Memorandum.

This Confidential Offering Memorandum does not constitute an offer to sell, or the solicitation of an offer to buy, by anyone in any jurisdiction in which the Offeror is not qualified or permitted to make such an offer, to any person in any jurisdiction to whom it is unlawful to make such an offer, or in any state in which such an offer or solicitation would be unlawful prior to registration or qualification under the securities laws of such state.

This Confidential Offering Memorandum may not be provided to any person other than the person to whom it was delivered by the Company or by an authorized representative firm acting on behalf of the Company and may not be reproduced, redistributed or used for any other purpose. By accepting delivery of this Confidential Offering Memorandum, the recipient agrees to return this Confidential Offering Memorandum and all documents furnished herewith to the Company immediately upon request.

By accepting delivery of this Confidential Offering Memorandum, the recipient agrees to keep confidential and not disclose any information contained herein other than to the recipient's advisors as necessary.

The Proposed Offering may be terminated at any time before subscriptions are accepted. The Company reserves the right, in its sole discretion, to reject any subscription.

The net proceeds from the Proposed Offering will be disbursed immediately when received by the Company.

Each prospective investor should thoroughly review this Confidential Offering Memorandum before deciding to offer to subscribe for the purchase of any securities. The Company will furnish each prospective investor with such additional information as may be requested and that the Company may possess or can obtain without unreasonable effort or expense.

FORWARD LOOKING STATEMENTS

This Confidential Offering Memorandum contains certain forward-looking statements concerning the Company's future operations, economic performance, financial condition, and financing plans, including such things as business strategy and measures to implement that strategy, competitive strengths, goals, growth of the Company's business and operations, and references to possible future success. These statements are based on certain assumptions and analyses made by the Company in light of the Company's experience and its perception of historical trends, current conditions, and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Such forward-looking statements are subject to risks, uncertainties, and other factors, which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. The most significant of such risks, uncertainties and other factors are discussed under the heading "Risk Factors" of this Confidential Offering Memorandum. Prospective investors are urged to carefully consider the Risk Factors. Consequently, all the forward-looking statements made in this Confidential Offering Memorandum are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company or its business or operations.

Prospective investors or their advisors having questions or desiring additional information should contact the following persons at the address listed below.

John Roberts
President and CEO

Ms. Trisha Allen
Company Representative
DEK Biotech, Inc.
5454 Blair Road / Suite 140
Carlsbad, CA
Phone: (XXX)XXX-XXXX
Fax: (XXX)XXX-XXXX

RISK FACTORS

An affiliation or investment in the Company entails a high degree of risk and is only suitable for persons or entities capable of participating in such an affiliation or investment. The risk factors listed are those that the Company is of the opinion could constitute the greatest threat that the investment may be lost in whole or in part, or that the investment may not provide a return to the investor. Accordingly, each prospective affiliated party or investor should carefully consider the following elements of risk involved with the Company, as well as such other risk factors that the investor may consider based upon that person's experience. Note: In addition to the risks contained herein,, businesses are often subject to risks not foreseen or fully appreciated by Management. In reviewing this Memorandum, Investors should consider carefully other possible risks that could be important.

1. New Formation. DEK Biotech, Inc. (the "Company" or "DEK") is newly formed, and therefore, has limited operating history. There is no assurance that the Company will operate profitably or that your investment in whole or in part will be returned. DEK is subject to all of the risks inherent in the establishment of a new business venture, including a limited operating history. As of the date of this document, DEK has commenced operations and has not shown profitability. The likelihood of the success of DEK must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the formation of any new business. DEK was established in 2004 and has been focused on R&D. While the DEK product line has passed all testing to date, the product needs larger scale testing before it can be introduced to the market as a whole. Further, the company is new and has no operating history. There can be no assurance that DEK will realize earnings from operations or net profits in the future.

2. Inadequate Financing. The proceeds from the Offering, as defined herein, will be insufficient to provide the funds necessary to completely pay for the other costs associated with the commencement and sustainability of operations. The Company has not obtained a formal commitment for the necessary financing and there is no assurance that such financing or other arrangements will be available on acceptable terms due to lender requirements, credit worthiness of the Company, loan costs, market conditions or other factors outside the control of the Company.

3. Absence of Diversification. The Company anticipates operating within a narrow scope of specialized, online aggregation services. The successful operation of the Company will depend solely upon the Company's performance in this market. This lack of business diversity coupled with the limited financial resources available to the Company means an investment in the Company will be subject to greater risk than an investment in a more diversified enterprise with greater financial resources and operations.

4. Absence of Securities Registration. None of the Company's securities have been registered with the any Federal, State of Local government and are being offered pursuant to applicable securities laws. Therefore, no federal agency has reviewed or passed upon either the adequacy of the disclosure contained in this Memorandum or the fairness of the terms of any offering. The exemptions relied upon in this offering are dependent in significant respects upon the accuracy of the representations of the affiliated party or investor. In the event that any such representations by any affiliated party or investor proves to be untrue, the registration exemptions relied upon might not be available and liability to the Company could result under applicable securities laws for rescission or damages.

5. Compensation to Management Regardless of Profitability. The Management is entitled to receive certain fees and other compensation, payments and reimbursements regardless of whether the Company operates at a profit. Such fees and other compensation were not determined through a process of arms length bargaining.

6. Limited Control by Investors. Under the Operating Agreement, the Management in conjunction with the Board of Directors has broad discretion over the business of the Company and therefore, the development of the business. Other associated individuals and entities may not take part in the conduct or control of the business of the Company.

7. Lack of Liquidity. There will be no ready market for the Share or for any asset of the Company and the transferability of such items will be restricted by conditions set forth in the Operating Agreement, and by the effect of certain provisions of federal tax laws and federal and state securities laws. Share may be assigned only under certain limited circumstances. Moreover, any Assignee thereof shall be substituted as a substitute Patient only with the written consent of the Management. A transfer of Share may also result in adverse tax consequences to the Patient. The Members will have no right to withdraw capital from the Company or recover any return of Capital Contributions other than those distributions made to Members out of net operating revenues. Consequently, an investment in the Company lacks liquidity. Each potential patient and affiliated party should, therefore, view his investment as a long term investment and should not rely upon his investment in the Company to meet any financial emergency or contingency.

8. Non-Arm's Length Agreements. Agreements, contracts or arrangements between the Company and the Management or its Affiliates, or employees, may or may not be negotiated at arm's length. The policies with respect to Conflicts of Interest set forth in this Memorandum were designed to generally lessen the potential conflicts, which may arise from such relationships.

9. Tax Ramifications. The Company intends that it will be treated as a corporation under the Internal Revenue Code of 1986, as amended. No tax opinion is expressed herein. There are material tax risks associated with an investment in the Company. These risks include, without limitation, that the Internal Revenue Service may contest characterization, amounts attributable to, the deductibility of expenses and the tax period in which certain items expected to be claimed as deductions by the Company. Because the Company is not expected to generate tax deductions in excess of Company income, the Company will not be registered as a "tax shelter" with the Internal Revenue Service. Accordingly, each prospective investor should carefully review this offering with his or her tax advisor in order to evaluate the tax ramifications of an investment in the Company.

10. Competition. There are substantial, similar products and services for sale in and around the global marketplace. As such, the Company will experience intense competition. Other competitors of the Company may have more and varied inventory for sale, greater financial resources and longer operating histories, along with greater experience. The anticipatory entry of the Company in the online industry category against established competition involves significant speculative risks.

11. Discretion in Application of Proceeds. Although there is a budget for application of Offering proceeds which can be found in Memorandum, the Management has broad discretion under the Company's Operating Agreement to utilize the Offering proceeds for working capital, to pay other obligations of the Company and to reserve proceeds for operating deficits; therefore, potential investors should understand that the use of the Offering proceeds will not be subject to budget allocations or limitations.

12. No Assurance. The Company does not anticipate any annual distributions.

13. Offering Price. The offering price of the Shares has been arbitrarily determined by the Company through the consideration of such factors deemed relevant by it. Each prospective investor should make an independent valuation of the fairness of the price under the circumstances.

14. Dilution. The investors will experience immediate and significant dilution. The purchase price of the Shares offered hereby will exceed the net tangible book value of the Shares immediately following the closing of the Offering. Further, investors will acquire up to a forty percent (40%) interest in the Company however; the Existing Shareholders will retain at least sixty (60%) of the Company interest.

15. Limited Assignment. Each subscriber will be required to represent that his purchase of the Shares will be for investment only and not with a view toward the resale or distribution thereof. Shares may only be assigned effective as of the first day of any month and may not be assigned without the consent of the Management, whose consent may be withheld at its sole discretion. It will be the policy of the Management to withhold consent to transfers or assignments of Shares that would violate federal or state securities laws or that would cause termination for federal tax purposes. The Management may condition assignment of a Share upon the furnishing of an opinion of legal counsel satisfactory to the Management that such assignment may be made without the necessity of a registration statement being filed under the Securities Act or under any applicable state securities law. The transferring investor will bear all costs of assigning a Share.

16. Possible Changes in Federal Income Tax Laws. Changes in federal income tax laws might adversely affect the taxation of the Company and/or the Members or affiliated parties. Moreover, the Company cannot predict what legislative proposals, if any, might be enacted or the extent of their retroactivity, if any. The Company cannot predict what changes may be made in existing Treasury Regulations or what revisions may occur in IRS policy. Consequently, no assurance can be given that the federal income tax consequences to the Members or affiliated parties will not be altered or that the alterations will not be retroactive.

17. Policies with Respect to Conflicts of Interest. It is the policy of the Management that the Company's relationship with the Management or any of its Affiliates or persons employed by Management of such Affiliates will be conducted on terms that are fair to the Company and are commercially reasonable. (See Conflict of Interest / Competitive Activities of Management and Affiliates)

18. Risk of Uninsured Losses. The Company will attempt to obtain comprehensive insurance, including fire, liability and extended coverage for the Company. Nevertheless, such insurance might not adequately protect against all covered losses and certain losses may be either uninsurable or not economically insurable. If for any reason an uninsured loss occurs, and investor could lose part or all of its investment.

19. Conflicts of Interest and Competitive Activities of the Management and Affiliates. The Management and its Affiliates are involved in other ventures, which may require a substantial amount of the Management's time, attention and capital. Members and affiliated parties will have no interest in such ventures. The participation by the Management in other ventures may create certain conflicts of interest with the Company. However, the Management will devote such time to the Company as it deems necessary to ensure proper and efficient administration of the Company's business and affairs. The Management and its Affiliates will devote only such time and efforts to the business of the Company as it determines are necessary for the Company's purposes. The Management or its Affiliates may engage in other activities that are competitive with the Company. It will have no obligation to offer any interest in such activities to the Company or the investors.

20. Exclusive Management Vested in the Management. The Management in conjunction with the Board of Directors will have complete and exclusive control over the activities of the Company, with certain limited exceptions. The Management may, however, appoint officers or other persons to perform various management related services for the Company. The Members or affiliated parties will have no contractual right to be involved in the day-to-day operations of the Company or in the control of the Company's business. (See Operating Agreement)

21. Fees and Other Compensation Payable to the Management and Affiliates. Transactions involving the purchase, financing, operations and sale of the Company's products and services may involve commissions, fees, compensation and other income to the Management and its Affiliates. Therefore conflicts of interest may arise in connection with these transactions.

22. Development Risk. DEK's growth plan consists of cooperation from governments and industry, both domestic and abroad. While initial introductions and negotiations have shown great promise, there is no assurance this will be the case across all markets.

23. Control by Current Shareholders. Because certain of our shareholders and our senior management control DEK, they may be able to determine the outcome of all matters submitted to our shareholders for approval, regardless of the preferences of minority shareholders. It is important for investors to understand the skill sets of the proposed management team and to adequately understand the background and business experience of the founding shareholders.

24. Risks Associated with the Industry. Competition within the industry is generally divided into different market segments. All of these existing companies have longer operating histories than DEK and are likely better capitalized as well. In addition, there may be other new companies with competitive technologies or businesses of which we are unaware. There is no guarantee that DEK will be able to successfully compete against existing or future competitors.

25. Dependence on Key Personnel. DEK is dependent upon the efforts of its executive officers and upon its ability to attract and retain qualified technical, marketing and sales personnel. There can be no assurance that DEK will be able to recruit qualified personnel to enable it to conduct its business successfully. In addition, with the expansion of the Company, the operating complexity of DEK as well as the responsibilities of management personnel will increase. DEK's ability to manage growth effectively will require it to continue to expand and improve its operational and financial systems and to expand, train and manage its employee base. There can be no assurance that new personnel will be successfully integrated into the Company or that the Company will have the ability to effectively manage its hiring of additional personnel and expansion.

26. Risks Associated with the Offering. DEK's financial figures included in the materials furnished have not yet been audited or reviewed by an independent accounting firm. The financial figures have been prepared internally based on all available information to date and are believed by the Company to have been presented in a reasonable and consistent manner. Management's discussion and analysis of the financial figures contain statements relative to DEK's performance. Such statements are based upon management's knowledge of the financial structure of the Company and access to all relevant data and reports customarily produced by the Company.

27. Uncertainty of Projections. The projections contained in the Confidential Offering Memorandum (COM) do not comply with the guidelines established by the American Institute of Certified Public Accountants regarding projections, and the projections have not been examined or compiled by an independent public accountant. While presented with numerical specificity, these projections are based upon a variety of assumptions and, though considered reasonable by the Company, may not be realized and are subject to uncertainties and contingencies, many of which are beyond the control of the Company. The assumptions upon which the projections are based are described in the COM and each investor should carefully review the assumptions. In the event that one or more of the assumptions proves incorrect, the Company's ability to meet the projections contained in the COM could be materially affected. Furthermore, even if all assumptions proved correct, there can be no assurance that the projections will be realized, and actual results may vary materially from those shown.

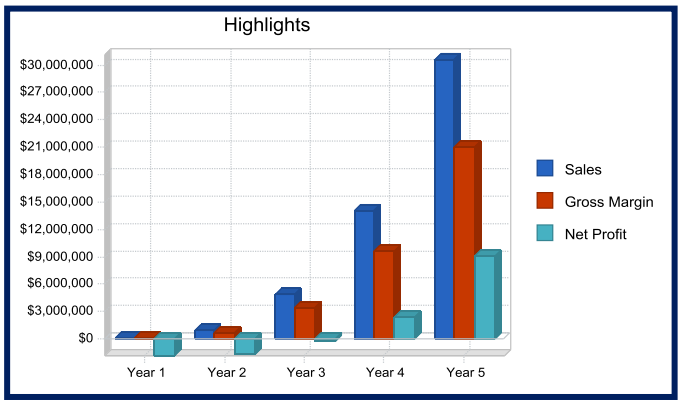
TABLE OF CONENTS

EXECUTIVE SUMMARY

The following summary is qualified in its entirety by the detailed information appearing elsewhere in this private placement memorandum. See "Risk Factors" for information to be considered by prospective investors.

Founded in 2004, DEK Biotech, Inc., through substantive research and development is poised to become a global leader in the development and distribution of advanced cancer treatment technologies

This Offering Memorandum (the "Memorandum") has been prepared for your review and to showcase the Company's technology and the expected financial impact on the Company and its shareowners for the period 2012-2016. The Company is a Delaware based corporation that provides multiple, advanced cellular technology products aimed at increasing the likelihood of successful cancer treatments. The Company is currently seeking investor commitments from qualified individuals and organizations to support its initial expansion and is targeting $2,000,000 as the current necessary capital infusion.



The Need for Personalized Anticancer Chemotherapy

The American Cancer Society estimates that annually in the U.S. close to 1.5 million people are diagnosed with cancer and more than 550,000 die as a result of the disease. The estimated costs of cancer care reached $89 billion in 2007 and are growing, driven by increases in early detection and an aging population.

Anticancer drugs are approved by the FDA on the basis of the clinical trial results from a population of cancer patients. If a favorable response from a drug regimen is observed in 20-30% of the patient cohort, then this drug is likely approved. These results from the population at large cannot be directly linked to individual patients. Thus, an individual patient may have only a 20-30% chance of belonging to the responsive group or a 70-80% chance of belonging to the non-responsive group for this cancer.

Cancer is a highly individualized disease. Since every tumor has distinct characteristics, targeted therapeutic drug treatment is the preferred approach. Effective treatment relies on selecting a specific drug or drug combination that targets a patient's unique tumor. Unfortunately, the response rate to existing protocols is only 20-30%, there are significant associated side effects, and costs can exceed $30,000/year for a single patient. Currently, there is no standard procedure for selecting the optimal chemotherapy regimen.

An example of a successful targeted treatment regiment based on the results of diagnostic testing is antiestrogen therapy for breast cancer. Estrogen receptor positive patients (ER+) are responsive to hormonal/antiestrogen drugs. Thus, the estrogen receptor biomarker has been shown to be a reliable "drug response indicator" for the hormonal treatment of breast cancer patients.

Another example of targeted treatment is the coupling of the HER-2/neu diagnostic test and Herceptin, a therapeutic monoclonal antibody that binds to the HER-2/neu protein. The HER-2/neu test identifies patients with the sub-type of metastatic breast cancer that is most likely to respond to Herceptin therapy.

The FDA has approved Herceptin only for patients who test positive for HER-2/neu expression. Treatment can induce unwanted side effects, including cardiac toxicity and respiratory problems and costs more than $50,000 per year for each patient. The chemotherapy regimen is ineffective in 60%-70% of patients receiving Herceptin. It is no longer sufficient to merely identify a person who may or may not have cancer. Now, the challenge is to develop individualized treatment regimens that will effectively treat that patient's cancer.

Company Summary

DEK Biotech, Inc. (DEK) is a molecular diagnostic company focused on establishing drug response guides for selection of effective, targeted chemotherapy treatment. Utilizing its specialized diagnostic service, DEK will provide a tool for physicians to design a personalized treatment regimen for patients fighting six major cancers (breast, lung, colon, gastric, esophageal and pancreatic cancers) responsible for 56% of the annual cancer deaths in the United States. The breast cancer test is currently being sold.

The OnTheMark™ Test Panel for Breast Cancer, DEK's proprietary platform technology, analyzes an individual patient's tumor and indicates the resistance/sensitivity of the tumor to four classes of FDA-approved, NCCN recommended, commonly prescribed therapies. The OnTheMark™ Test Panel for Breast Cancer allows physicians to prescribe effective drugs and to exclude ineffective drug treatments, optimizing the use of the time window for treatment and reducing side effects, resulting in better quality of life and significant financial healthcare savings.

OnTheMark™ Test Panel

In response to the growing demand for personalized medicine, DEK has developed the OnTheMark™ Test Panel as a diagnostic laboratory service. The test identifies effective drugs to which tumors do respond, leading to Complete Remission (CR), Partial Remission (PR) or Stable Disease (SD) and recognizes ineffective drugs to which the tumors do not respond, leading to Progressive Disease (PD) in the patients. Selection of effective drug treatments for individual patients will reduce side effects, make proper use of the time window for treatment and save medical costs. A retrospective study of the OnTheMark™ Test Panel in predicting the hormonal therapy and chemotherapy treatment outcomes on advanced breast cancer patients has been completed.

A manuscript entitled, "Computer Assisted Quantitative Immunofluorescence of Tumor Tissue Marker Expression and Clinical Outcome to Chemotherapy in Advance Breast Cancer Patients," was published in the July 2011 issue of Discovery Medicine. This report details the results of a retrospective study utilizing quantitative immunofluorescence to predict clinical outcomes as applied in the OnTheMark™ Test Panel. The abstract of this manuscript is cited below:

Chemotherapy is frequently used in the treatment of advanced breast cancer. The identification of patient-specific tumor characteristics that can improve the ability to predict response to chemotherapy would help optimize advanced breast cancer treatment approaches. Quantitative immunofluorescence (QIF) may be applied to the standardization of protein analysis, resulting in increased sensitivity and reproducibility. In the current pilot study, QIF was used to correlate the expression of beta tubulin III and thymidylate synthate with clinical outcome associated with taxane and capecitabine treatment, respectively. QIF analysis is based on fluorescent dye-labeled monoclonal antibody staining followed by computer-assisted microscopy to measure the expression of molecular markers in tumor samples derived from a retrospective database. The interpretation of the tumor marker expression levels results in classification of breast tumors as sensitive or resistant to a mechanistically related drug. Overall diagnostic accuracy of QIF for taxane based therapy was 88% (CI 75.0 – 95.3) with a positive predictive value of 86% and a negative predictive value of 100%, while diagnostic accuracy of QIF for capecitabine therapy was 86% (CI 88.0 – 96.0) with a positive predictive value of 80% and a negative predictive value of 100%. In this study, QIF showed retrospectively a potential for predictive value when analyzing chemotherapeutic treatments for individual advanced stage breast cancer patients. The predictive power of the QIF for chemotherapy confirms that further studies utilizing larger clinical cohorts are warranted. [Discovery Medicine 12(62): July 2011]

Market Size Projections

OnTheMark™ Test Panels have been developed to predict chemotherapy resistance/sensitivity for breast and gastrointestinal (GI) cancers. The OnTheMark™ Test Panel for Breast Cancer is currently being sold and the OnTheMark™ Test Panel for GI Cancers is in a retrospective clinical trial. The first category of cancer patients in need of the OnTheMark™ Test Panel is late stage patients for whom surgery or radiotherapy is no longer possible or effective. The second category of cancer patients in need of information from the OnTheMark™ Test Panel is those patients in the early stage of disease, in need of neoadjuvant treatment (before surgery). In this situation, a core biopsy can be performed to obtain tumor tissue sections for tumor verification and analysis. This analysis can then be used to avoid ineffective drugs and to select the effective drug for neoadjuvant treatment. This second category of patients can be quite large, probably twice as many patients as first category.

Physicians who have the responsibility of prescribing chemotherapy treatments to individual patients are the direct clients of DEK and are the end users of the OnTheMark™ Test Panel data. Physicians will use the OnTheMark™ results as one of their tools to develop more effective drug regimes with fewer resultant side effects. Generally, the request for testing will originate from the patient's oncologist. After testing is completed, the oncologist will receive a quantitative interpretation of the results that then may be used to design a personalized treatment plan.

The cancer mortality rate is about 300,000 annually for the six solid tumors in the U.S., and most likely all these patients would have experienced chemotherapy treatment, and therefore, would have benefited from the use of the OnTheMark™ data. As the validity and usefulness of the OnTheMark™ Test Panel is demonstrated in clinical studies, patients in need of adjuvant chemotherapy or treatment for Stage II disease may also utilize the test for treatment guidance. This could add the possibility of another 50,000 tests annually. In summary, 250,000 to 350,000 patients per year could benefit from the OnTheMark™ Test Panel. (This approach is similar to that utilized by Genomic Health for the Oncotype DX for estimating potential market size.)

In February 2009, after consultation with national coding experts, it was estimated that DEK could charge approximately $4000 for a OnTheMark™ Test Panel under the current coding system and we have in fact been reimbursed at almost $3000 for some initial tests. As described later in the section outlining pricing, DEK has calculated its financial projections based on average gross revenue of $2000 per test. Thus, the potential market size in U.S. is between $500 million (250,000 tests at $2,000 per test) and $700 million (350,000 tests at $2000 per test) per year for late stage cancer patients. DEK estimates the market size would be approximately the same for patients with early stage cancer receiving neoadjuvant treatment, thus, the market size could increase by another $500 million - $700 million in the U.S. annually.

Globally, the need for this test is expected to be twice that in the U.S. However, the cost per test would be significantly less, perhaps half the amount charged in the U.S. Eventually, any OnTheMark™ Test Panel conducted offshore would be performed under a licensed arrangement, with DEK taking a royalty on the laboratory service conducted and sold abroad.

Market for Similar Test Services

The OnTheMark™ Test Panel will not be sold as a kit, but as a laboratory service covering up to 6-7 front line drugs for 6 cancers including cancers of the breast, lung and gastrointestinal system (colon, pancreas and esophagus). The sales revenue for other diagnostic companies such as DAKO ($260M in 2005 with 10% growth rate) and Ventana ($200M with 20% growth) only serve as an approximate indication of OnTheMark™'s potential market, since their sales are as diagnostic kits, mostly for HER-2/neu marker (for Herceptin) and estrogen receptor (tamoxifen and aromatase inhibitor) for breast cancer treatment.

It was reported in Science (Feb. 16, 2007, vol. 315, p. 924) that 5000 MammaPrint Tests were conducted as of January 2007 and 21,500 Oncotype DX Tests have been conducted since 2004 (SEC 10-K report, Dec. 31, 2006). Revenue figures report Genomic Health (SEC 10-K) earned $27M in 2006 for the sale of 8000 Oncotype DX tests.

Genetic Engineering & Biotechnology News, (Feb. 15, 2007, vol. 27, no. 4, p. 1), reported that as emerging tests achieve clinical validation and regulatory approval, the market for cancer diagnostics will enter a new phase of growth.

Mission Statement

The DEK mission is to develop and distribute to the global market health oriented testing and diagnostic products through its established and developing product lines while generating high returns to the shareowner, encouraging a friendly and fair work environment; all in a fiduciary manner which supports our company, industry and community.

Management Team

The Company is lead by health industry experts and scientists with decades of successful, senior management experience. Since, 2009, John Roberts has led the Company's efforts as Chief Executive Officer. Mr. Roberts has over 25 years experience in a variety of senior management positions, primarily in computer generated character animation and visual effects for entertainment and advertising. His two-time Academy Award winning effects firm Roberts Technicoloris based in Los Angeles, California with offices in India, Kuala Lumpur and Vancouver. Additionally the Company is supported by a variety of medical doctors and personnel, scientists and other senior managers. *Please See Management Below*

Expansion Plan

After the initial mass product launch, the Company expects revenues will aggressively expand during the following five years of operation and intends to implement a diverse marketing strategy effectively targeting medical clinicians and organizations who use cancer diagnostics regularly. Once active distribution channels are established, the Company will initiate revenue generation from development of new markets, channels and products.

Keys to Success

- Securing and expanding sales to targeted health clinicians and organizations, thereby achieving rapid product sales by returning, loyal customers.
- Ensuring high quality and pertinent information is provided to targeted consumers via the Company's marketing efforts.
- Building and maintaining alliance programs with strategic partners - contractual arrangements allowing exclusivity for use of the OnTheMark™ product.
- Retaining and recruiting strong senior management with extensive, broad-based, industry-specific experience.
- Developing an efficient electronic media marketing campaign.
- Using of strict fiduciary principles and operating methods combined with a well-organized and executed operating plan.

Sales Forecast Summary

The following information represents the Company's annual, forecasted sales divided by product type.

This information is based upon a prediction of future sales over a specific period of time based on past performance of similar products, standardized COLA and inflation rates, organizational spending patterns and market trends. In the preparation of a comprehensive operating plan, DEK created sales forecasts to help develop an operating budget, allocate marketing resources, while monitoring the competition and the product environment.

Sales Forecast					
Unit Sales	Year 1	Year 2	Year 3	Year 4	Year 5
OnTheMark - Breast - US	54	270	1,620	3,240	4,860
OnTheMark - GI - US	0	108	540	2,160	6,480
OnTheMark - Lung - US	0	0	108	540	2,160
OnTheMark - All - International	0	54	378	2,269	5,940
Total Unit Sales	54	432	2,646	8,209	19,440
Unit Prices	Year 1	Year 2	Year 3	Year 4	Year 5
OnTheMark - Breast - US	$2,200.00	$2,024.00	$1,862.08	$1,713.11	$1,576.06
OnTheMark - GI - US	$0.00	$2,024.00	$1,862.08	$1,713.11	$1,576.06
OnTheMark - Lung - US	$0.00	$0.00	$1,862.08	$1,713.11	$1,576.06
OnTheMark - All - International	$0.00	$2,024.00	$1,862.08	$1,713.11	$1,576.06
Sales					
OnTheMark - Breast - US	$118,800	$546,480	$3,016,570	$5,550,488	$7,659,674
OnTheMark - GI - US	$0	$218,592	$1,005,523	$3,700,325	$10,212,898
OnTheMark - Lung - US	$0	$0	$201,105	$925,081	$3,404,299
OnTheMark - All - International	$0	$109,296	$703,866	$3,887,055	$9,361,823
Total Sales	$118,800	$874,368	$4,927,064	$14,062,950	$30,638,694

Capital Requirements

With technology development completed and sales and marketing and operations efforts underway, DEK is searching for external capital totaling two million dollars ($2,000,000) to expand and scale operations and accelerate marketing efforts to ensure speed to market. By investing primarily into marketing and sales activities, DEK expects to penetrate the market and establish substantive market share within a twenty four month (24) month timeframe, allowing for speed to market and preventing additional competitors the opportunity to create counter solutions.

Use of Funds Summary

- Enhancement of www.OnTheMark.com™ (including mobile platforms).
- Operating Funds and Working Capital.
- Sales and Marketing.

Expansion Summary

The Company's growth and expansion expenses are budgeted primarily to be used in acquiring capital and for operations and include:

Expansion Summary	
Offering Document Preparation	$10,000
Offering Expenses	$40,000
Legal	$20,000
Accounting	$5,000
Travel and Entertainment	$20,000
Total Requirements	$95,000

The Offering

The Company is offering a minimum of one million (1,000,000) Shares and a maximum of two million (2,000,000) Shares at $1.00 USD per share. The minimum purchase per investor subject to the terms and conditions herein is one hundred thousand (100,000) shares or $100,000. Each 100,000 Shares represents two percent (2.00%) share of the outstanding common stock of DEK Biotech, Inc., a Delaware Corporation.

Shares Outstanding

The Company's entire equity structure is currently comprised of Class A Shares. After completion of the offering, it is anticipated the Company's investors will own 10% to 20% of the outstanding Shares, while current and expected insiders will retain the balance, subject to the Company's commitment to establishing an Employee Stock Owner Program (ESOP). Currently, the total current outstanding Share and their respective owner is included below.

Registered Owner	Total Shares	Percentage of Total
Common Shares Outstanding		
Mark AvisTrust	4,240,000	42.40%
Della Avis, M.D.	25,000	0.25%
Common Options Outstanding		
Della Avis	75,000	0.75%
Theresa Vardakis	75,000	0.75%
Vanessa Nyhaus	75,000	0.75%
John Roberts	100,000	1.00%
Loans Convertible to Common Shares		
Roberts Technicolor	1,890,000	18.90%
David Van Patten	100,000	1.00%
Theresa Vardakis	50,000	0.50%
Shashi Prakash	50,000	0.50%
John Roberts	242,000	2.42%
Common Shares in Treasury		
Treasury Stock	1,078,000	10.78%
Private Placement Memorandum	2,000,000	20.00%
Total Outstanding Shares (Upon Full Dilution)	10,000,000	100%

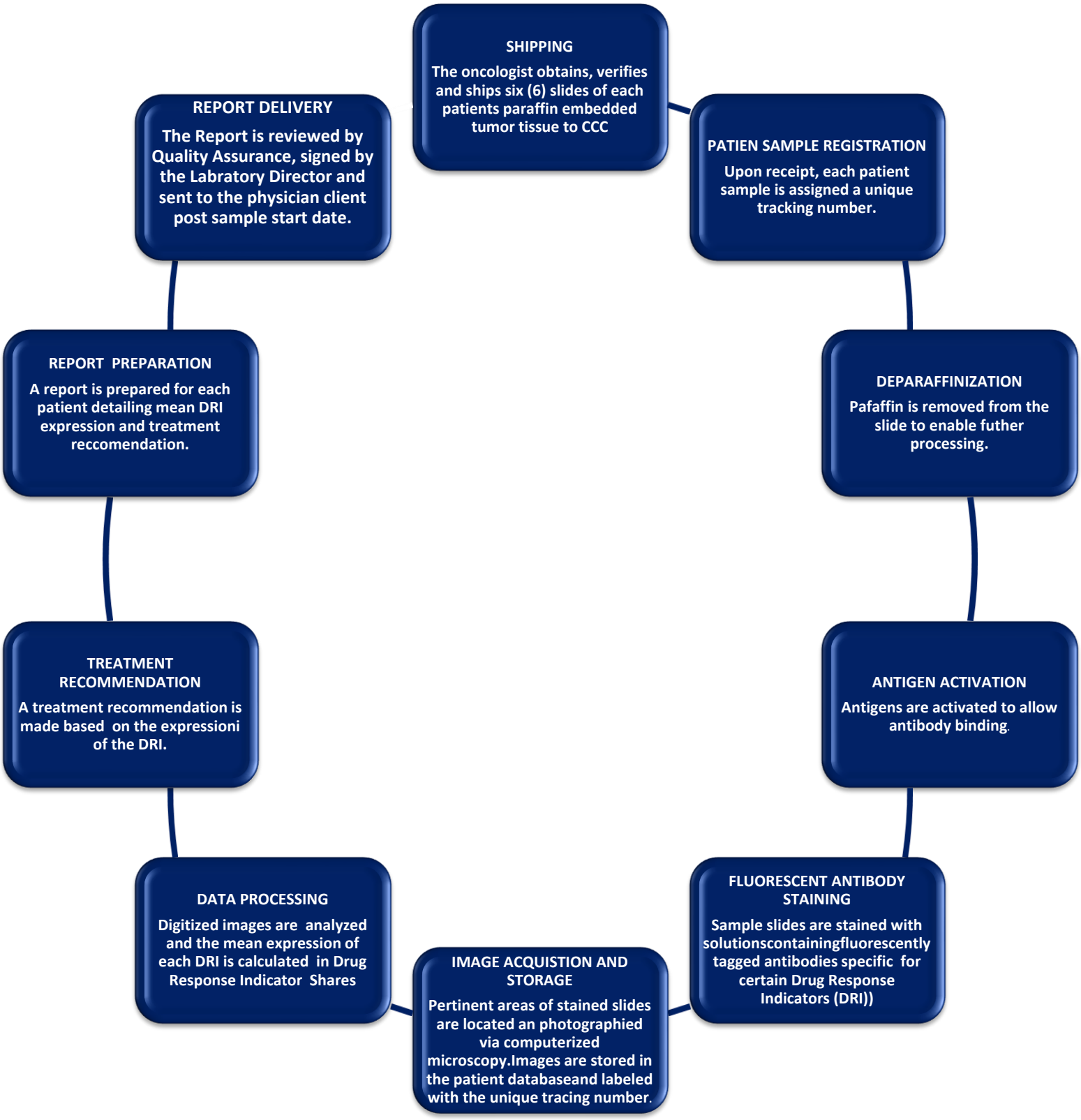
THE TECHNOLOGY

General Description

Currently, limited options exist for selecting an optimal treatment regimen for a particular patient at a given stage of disease. The OnTheMark™ Test Panel is a diagnostic service for predicting treatment outcomes prior to the selection of anticancer drug therapy for individual patients. The test panel quantitatively measures biomarker expression levels in formalin fixed, paraffin embedded tumor tissue. Measurement of expression levels in up to 500 tumor cells is based on fluorescent dye-labeled monoclonal antibody staining, followed by analysis of digital images using computer-assisted microscopy calibrated to an external standard. Standardization to an external reference allows a high degree of inter-observer, inter-instrumentation reproducibility. The biomarker chosen for each drug is an indicator of tumor response as related to the mechanism of specific drug action. This relationship has been verified in vitro with 8-10 cancer cell lines of differing drug sensitivity by correlating drug toxicity (IC50) and biomarker expression. For each drug/biomarker pairing, a cut off level for the bimodal distribution of sensitive versus resistant tumor is established based on biomarker expression level in the tumor.

Biomarker expression measurement results in classification of the tumor as sensitive or resistant to a particular drug. A tumor classified as sensitive to a drug by the OnTheMark™ Test Panel predicts that the patient will respond to treatment, while a tumor that is classified as resistant predicts the patient will be non-responsive.

A flow chart describing the OnTheMark™ process is shown on the next page.



Clinical Studies

For the validation of the OnTheMark™ Test Panel for Breast Cancer as a pharmacodiagnostic laboratory service to predict the treatment outcomes of hormonal therapy and chemotherapy, retrospective correlation studies were conducted on late stage breast cancer patients. In the studies, anti-estrogen drugs and four other commonly used anti-cancer drugs were selected.

ANTI-CANCER DRUG	BIOMARKER
Tamoxifen, Aromatase inhibitors	Estrogen Receptor (ER)
Capecitabine	Thymidylate Synthase (TS)
Docetaxel, Paclitaxel, Abraxane	Beta Tubulin III
Trastuzumab	Human Epidermal Growth Receptor (HER-2/neu)
Gemcitabine	Ribonucleotide Reductase

These studies indicate that OnTheMark™ can provide accurate prediction of treatment outcomes. OnTheMark™ input can improve the response rate of chemotherapeutic drug treatment by accurately identifying effective and ineffective drugs for individual late stage breast cancer patients.

Retrospective studies have been conducted with the University of Maryland Greenebaum Cancer Center, HarborView Cancer Center, Harbor Hospital, and Walter Reed Army Medical Center. These studies led to abstracts and a presentation in San Antonio Breast Cancer Symposium, American Society of Clinical Oncologist's (ASCO) annual meeting and American Association for Cancer Research (AACR) Meetings.

COMPANY INFORMATION

Location

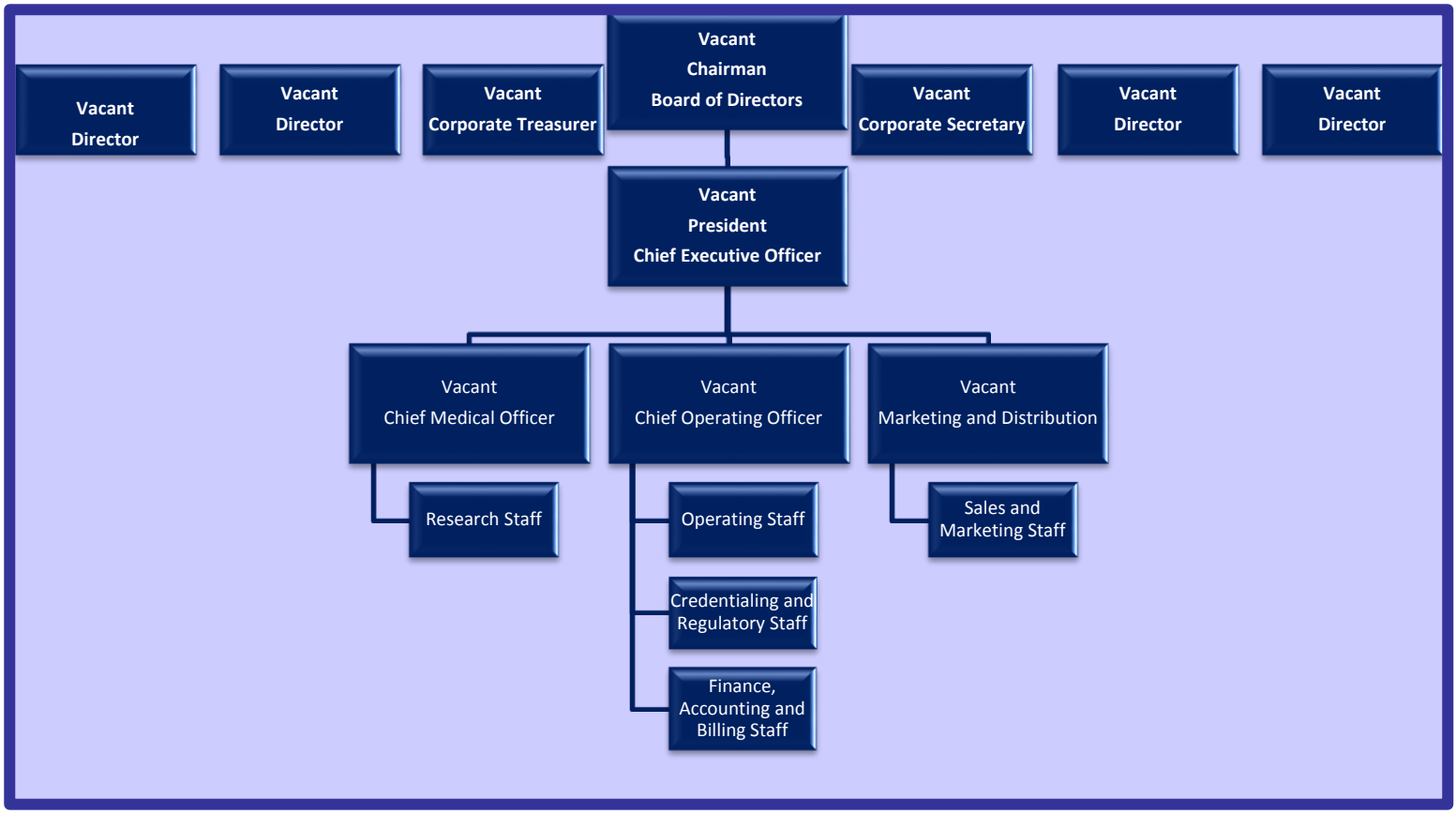
DEK Biotech, Inc. is a Corporation under the laws of the State of Delaware and was founded on October 9, 2009. The Company's headquarters are located in the Ashworth, Maryland metropolitan area.

Global Headquarters
DEK Biotech, Inc.
5454 Blair Road / Suite 140
Carlsbad, CA 21227

Company Organizational Structure

The Company will be lead by a seven (7) member Board of Directors. The permanent members of this board include the Chairman, Corporate Treasurer and Corporate Secretary. The Company is committed to forming the Board of Directors with major stakeholders and shareowners.

The Company has assembled a management team of industry experts and expects to fill additional senior management and operating positions in 2012-2013. Additional senior officers and other staff are expected to be added to the organizational structure in 2012 and 2013. The current operations team is a three divisional structure comprised of a Research and Development Division, a Marketing and Distribution division and an Administrative division. Duties and tasks are further divided into sections within each division. A proposed organizational chart is provided below.



Board of Directors

Mark Avis Ph.D. (1929-2009)

Chairman Emeritus

Dr. Avis was a full professor at Harvard University from 1967-2003 and Director of the Biophysics Division of Public Health for eighteen years. He was a Senior Associate at Harvard after 2002. Dr. Avis was instrumental in founding Genta (NASDAQ:GNTA), a cancer therapeutics company. He was elected a member of Academia Sinica (ROC), 1972. He was one of 1000 scientists from all fields everywhere whose publications were most cited during the period 1965-1978 and was on the Board of Scientific Counselors, (Basic Sciences) for Intramural Programs, National Cancer Institute, 2006-2009. Dr. Avis was issued fifteen patents and had one pending patent on technology ranging from drug delivery systems to cancer diagnostics. During his forty-five years at Harvard, he was awarded over $40M in federal grants and awards. In launching DEK, Dr. Avis received $1.5M from the National Cancer Institute (SBIR), and $150,000 from the State of Maryland to develop the OnTheMark™ technology. He authored/coauthored over 350 technical publications and abstracts/poster sessions and 13 books.

John Roberts, M.S.

Chairman of the Board of Directors

Mr. Roberts is the President and Founder of Roberts Technicolor Studios, a leading producer of computer generated character animation and visual effects for entertainment and advertising. Headquartered in Los Angeles with additional facilities in Mumbai, Hyderabad, Kuala Lumpur and Vancouver, Roberts Technicolor has approximately 1300 employees worldwide. Among Roberts Technicolor' numerous distinctions are two Academy Awards for Achievement in Visual Effects. The studio was also the recipient of three Scientific and Technical Academy Awards. In addition to his role at Roberts Technicolor, Mr. Roberts currently serves as Chairman of the Strategy and Oversight Committee of the Los Angeles Workforce Investment Board and as a member of the Digital Imaging Subcommittee of the Academy of Motion Picture Arts and Sciences. Previously, he was appointed to California Superintendent of School's Task Force for the Visual and Performing Arts and was a Board Member of the California Alliance for Arts Education. Mr. Roberts attended the University of Minnesota where he received a Masters Degree in Electrical Engineering (emphasis on bio-technology) and Bachelor Degrees in Economics and Electrical Engineering.

Theresa Vardakis, MBA, M.S. RAC
Corporate Secretary
Ms. Lauderdale has a MS from George Washington University and an Executive MBA from University of California Los Angeles Anderson School where she specialized in entrepreneurial biotechnology business launch and management. She also obtained a Regulatory Affairs Certification (RAC) from the Regulatory Affairs Professional Society (RAPS) qualifying her to manage regulatory affairs for medical devices and pharmaceutical projects. She has over twenty-five years hands-on experience developing medical products at such firms as Beckman Instruments, La Jolla Pharmaceuticals, Molecular Biosystems-Syngene, RAICHEM, Cell Works, Autogenomics and Nanopharma Technologies Inc. During much of this time, in her role primarily as Sr. Director of Quality Systems and/or Operations, her work has been devoted to instilling quality concepts throughout the medical product development process to successful launch and market. Additionally, she was the founder and managing partner of SciBiz Services, LLC, a technical writing and business management company that specializes in obtaining bio-medical government grants for small businesses that are exploring innovative high-risk technologies for future commercialization. She has worked with Texas Medical Institute of Technology for three years as a technical writer and medical business researcher toward improving patient safety. She is a patient of the Regulatory Affairs Professional Society, American Medical Writers Association, and American Association for Clinical Chemistry, and has supported numerous additional biomedical societies. She has authored over 30 technical publications and abstracts/poster sessions, mostly in the fields of medical devices and/or clinical chemistry or cancer research.

Della Avis, M.D.
Director
Dr. Avis received her B.A. from The Harvardand her M.D. from the University of Texas Southwestern Medical School in Dallas, Texas. She completed her residency in ophthalmology at the University of Pennsylvania/Scheie Eye Institute in Philadelphia, PA. She was employed by the Opticare Eye Health Services in New Haven, Connecticut for twenty years. She is presently on staff at the Washington University Health Services in New Haven, CT and is a member of a private ophthalmology practice in the greater Waterbury, CT. She is board certified by the American Board of Ophthalmology. She is a member of the American Academy of Ophthalmology and the Connecticut Society of Eye Physicians.

Vanessa Nyhaus, M.D.
Director
To be provided upon request.

David A. Van Patten, M.D.
Director
Dr. Van Patten serves as the Director of OceanView Cancer Center at Ocean Hospital in Maryland. He has over thirty-six years in the medical field. Dr. Van Patten received his medical degree and internal medicine training at the University of Maryland School of Medicine and completed a Fellowship in Medical Oncology at the Ashworth Cancer Program, National Cancer Institute. He is a member of the American Association for Clinical Research and the American Society of Clinical Oncology. He has authored over 100 peer-reviewed articles and 150 abstracts/poster sessions in the field of cancer research. He was a senior investigator at the NCI until 1981. From 1981 until 2005, he was Head of the New Drug Development Program and Chief of Hematology/Oncology (1993-96) at the University of Maryland Cancer Center, now the Greenebaum Cancer Center at UM. This program was NCI supported to perform *in vitro* mechanism of action studies of HIV and anticancer drugs, animal pharmacology studies and Phase I, II and III clinical studies.

Mark Avis, M.D.
Director
To be provided upon request.

Senior Management

DEK's administrative team has extensive expertise and significant professional accomplishments in the areas of scientific research, medical technology and entrepreneurial expertise.

John Roberts, M.S.
President and Chief Executive Officer
Please See Bio Above

Theresa Vardakis, MBA, M.S.
Vice President Regulatory Affairs
Please See Bio Above

David Van Patten, M.D.
Medical Director
Please See Bio Above

Robert Black, MBA
Vice President Marketing and Distribution
An accomplished business leader with over 23 years of experience and an exceptional understanding of the Sales, Marketing and Management process, Mr. Black is highly skilled in developing, planning and implementing business strategies. As Director of Market Development for Bang & Olufsen America (Mid-Atlantic), Mr. Black was an integral part of the national re-branding strategy for their luxury division. In his role as VP of Sales and Marketing for Mr. Black has hired, trained and fielded sales teams that have been highly successful at breaking new products in some of the most competitive sales environments. As a member of the DEK team, Bobby brings a fresh new approach to building the OnTheMark Test brand at a time when understanding the way brands are communicated to the end user critical.

Operating Staff

Stephen Leichter, Ph.D.
Research Director
Stephen Leichter, Ph.D., Research Director, was a member of the faculty of Harvard for more than twenty years, where he established the University's first fluorescent microscopy system, used throughout the biotechnology industry to probe the characteristics of human cells. More recently he served as Research Director of Cell Works, Inc. Dr. Leichter has one issued patent and has one additional patent pending concerning imaging and cancer diagnostics. He has authored/coauthored over 20 technical publications and abstracts/poster sessions.

Scott Diamons
Technical Director
Mr. Diamons worked as a research scientist at Harvard for twenty-five years. He has demonstrated expertise in laboratory management, regulation and the application of diverse scientific instrumentation. Mr. Diamons currently manages data compilation, interpretation and lab imaging procedures at DEK. He has authored/coauthored over 23 technical publications and abstracts/poster sessions.

Trisha Allen, M.S.
Director of Finance
Director of Finance, received her B.S. in Management, Housing & Family Development at Virginia Polytechnic Institute & State University (VPI) and her M.S. in Education from Radford University, Radford, Virginia. Ms. Davis has worked as an Executive Assistant to the Chief Operating Officer and Assistant to the Chief Financial Officer at Cell Works Inc., and is currently an Instructor for Maryland Life & Health Insurance, Primerica Financial Services University (Citi), Maryland.

Personnel Plan

The Company has designed its personnel plan with cost efficiency and flexibility as factors. An emphasis is placed on sales and marketing staff to enhance revenue growth. A complete version of the personnel plan is included below.

Personnel Plan					
	Year 1	Year 2	Year 3	Year 4	Year 5
Chairman of the Board of Directors	$6,000	$6,360	$6,742	$7,146	$7,146
Corporate Treasurer	$3,000	$3,180	$3,371	$3,573	$3,573
Corporate Secretary	$3,000	$3,180	$3,371	$3,573	$3,573
Director	$3,000	$3,180	$3,371	$3,573	$3,573
Director	$3,000	$3,180	$3,371	$3,573	$3,573
President / Chief Executive Officer	$110,000	$116,600	$123,596	$131,012	$131,012
Vice President / Chief Operating Officer	$80,000	$84,800	$89,888	$95,281	$95,281
Vice President / Research and Development	$80,000	$84,800	$89,888	$95,281	$95,281
Vice President / Chief Regulatory Officer	$80,000	$84,800	$89,888	$95,281	$95,281
Vice President / Chief Marketing Officer	$80,000	$84,800	$89,888	$95,281	$95,281
Medical Director	$110,000	$116,600	$123,596	$131,012	$131,012
Research Director	$60,000	$63,600	$67,416	$71,461	$71,461
Director of Administration	$60,000	$63,600	$67,416	$71,461	$71,461
Director of Finance	$60,000	$63,600	$67,416	$71,461	$71,461
Administration 1	$30,000	$31,800	$33,708	$35,730	$35,730
Administration 2	$30,000	$31,800	$33,708	$35,730	$35,730
Administration 3	$0	$30,000	$31,800	$33,708	$33,708
Administration 4	$0	$0	$30,000	$31,800	$31,800
Total Payroll	$798,000	$875,880	$958,433	$1,015,939	$1,015,939

Marketing and Distribution Division

The Marketing and Distribution Division strives to be highly regarded by the medical industry for its ability to identify and aggregate organizations that seek a better technology in the diagnosis of cancer. The Company's strategy is to establish a multi-modal advertising, education and support effort to build brand recognition in the market. This division serves as the Company's ambassador to the global medical market and the Company's success rests in this division's ability to identify recurring, loyal and long term users of the Company's products and services; and once identified, for keeping customers engaged, resolving product and bio-technology conflicts and generally maintaining a positive working relationship with customer users.

Research and Development Division

The Research and Development Division is specifically responsible for design and development of new DEK technology, improving existing products and planning for logistics and delivery of the product. This division uses a number of recognized practices, aimed at finding, evaluating and engaging technology features that keep the Company's products engaged in daily use by oncology centers worldwide

This division uses:

- Global intellectual sourcing, aimed at exploiting current technology and creating unique solutions and efficiencies in production.
- Strategic sourcing as a component of development management, for improving technology for the Company's customers.

THE COMMERCIALIZATION OF OnTheMark™ AS A LABORATORY SERVICE

Federal and State (Maryland) Approval for the Sale of OnTheMark™

The Certificate of Registration for Clinical Laboratory Improvement Act (CLIA) was approved by the Centers for Medicare and Medicaid Services (CMS) on October 21, 2008 and the Certificate of Compliance was issued in October 2009 after the successful on-site survey in August 2009. CMS regulates all laboratory testing performed on humans in the U.S. through CLIA. CLIA approval is necessary to the sale of OnTheMark™ as a laboratory service.

The Maryland Medical Laboratory Permit for the OnTheMark™ Test Panel was approved on October 22, 2008. DEK will apply for an additional Certificate of Accreditation, most likely from the Commission of Office of Laboratory Accreditation (COLA).

Insurance Carrier Credentialing

DEK has contracted the service of Medical Resolutions, LLC (Mary J. Vanderberg, President) for medical billing and credentialing to the insurance carriers. Medical Resolutions is a medical practice billing and credentialing company that assists physicians and health care providers in Maryland, Virginia and Washington, DC.

A number of qualified insurance organizations (including Medicare/Medicaid) have approved the Company's technology for reimbursement. Please see the Appendices for additional information.

Additionally, DEK obtained the consultation service of Karen Hurling, CMM CPC-1, for the coding of OnTheMark™ for medical billing. Ms. Hurley has been recognized as a national coder for medical billing for the past 30 years. Her report indicates that OnTheMark™ can be billed with existing Current Procedural Terminology Codes (CPT Codes) and Healthcare Common Procedure Coding System (HCPCS Code) for $4,420. There exists a strong possibility that the allowed cost can be billed substantially higher with the pending evaluation from the American Medical Association for the cost of computerized microscopy technology and the clinical correlation study data for interpretation of OnTheMark™ results. However, a precedent has not been set for this high amount in billing. DEK has adopted a conservative approach of projecting the financial future on the basis of only $3,000 as the revenue per test ($2000 per test when averaged with Medicaid tests which are reimbursed at a significantly lower rate), which is slightly below the current market value for tests providing less information.

The Commercialization Campaign

In order to gain medical community acceptance and increase company visibility, DEK will make the results of the OnTheMark™ breast cancer clinical studies available to the oncology community through publications and public meetings. Research results were presented at the annual meeting of the American Society of Clinical Oncologists, June 2nd, 2009 and the San Antonio Breast Cancer Symposium in December 2008. Research data has been presented at the AACR Meeting, Molecular Diagnostics in Cancer Therapeutic Development, in Philadelphia in September 2008, in the Biomarker World Congress, Philadelphia in May 2008, and in the 19th International Congress in Anticancer Treatment in Paris, France in February 2008. All of these presentations are described and some are available in the company website (www.DEKiag.com).

Similarly, the results of the retrospective studies of gastrointestinal cancer patients has been presented in ADAPT Congress 2009, Washington, DC. One abstract has been published in Volume 27, No 15S (May 20 Supplement), 2009: e15079 of the Journal of Clinical Oncology.

Cancer survivors' groups and cancer support groups will also be contacted. The American Cancer Society, American Association for Cancer Research, news media and Maryland Congressional Delegation are being fully informed about the clinical achievement of OnTheMark™ and its contribution to cancer patients.

Marketing Strategies

The Company intends to use a high impact marketing campaign generating substantial interest traffic to www.OnTheMarkTest.com. Although, these strategies primarily include the use of search engine optimization and pay per click marketing, more conventional marketing resources like technology trade shows, online advertising activities, sales development and viral marketing campaigns will follow carefully orchestrated strategies by marketing personnel. Timely coverage of www.OnTheMarkTest.com will be further directed through ongoing press relations, news releases and feature stories targeted at key Internet content communities and other media outlets.

DEK has initiated an Internet based marketing campaign. Customers are guided to our website through exposure in search engines and social media sites. This can be a highly effective strategy as the Internet is often used as a means of locating information on new products and technology. The DEK marketing plan specifically targets two different groups, patients and physicians. The Internet marketing efforts are primarily designed to make patients and their families, as well as physicians, aware that our test exists and of the test's benefits.

To generate traffic and awareness of the test, our marketing strategy will focus on developing web content on our own site (www.OnTheMarkTest.com) to attract search engine traffic for multiple keywords. In addition to the social marketing, we will be using a press release campaign and secondary content sites to target cancer patients and oncologists.

Using a social marketing strategy is meant to compliment and support more traditional marketing methods, such as visits to doctors' offices, group presentations to doctors, publications, seminars, scientific meetings and advertising.

Traditional Advertising

Used primarily to create and negotiate potential vendor partners, traditional advertising for DEK consists mainly of materials to be distributed via mail or in person or at industry gatherings. Billboard, television, radio and newspapers are costly methods only to be used rarely in select, targeted markets.

Online Advertising

For optimal effectiveness and targeting, Internet advertising provides the most flexibility for DEK. Through analytic software, the most effective measurement metrics are readily available and include:

- Impressions
- Clicks and click-through-rate (CTR)
- Conversions and conversion rate

Impression data is the most valuable component, because it provides a number of opportunities that were available. Measuring clicks from impressions, you can determine click-through-rate (CTR). Using CTR, one can determine which DEK Software ads get more viewer response thus allowing effective measurement and ad testing opportunities. Once a visitor views your ad, clicks on your site and triggers a conversion, then conversion rate can be determined. Conversion rates provide campaign success data. If impressions are high, then high conversion rate is a great metric to determine that the campaign was an overall success.

Brand Marketing

Through SEO and Press Releases we have the ability to associate DEK as a leader within the online rating and testimony sub category.

Onsite

- Keywords, back-linking in deals, Google's +1,Facebook Like's button and comments

Offsite

- RSS widgets of daily deals will be developed which will allow passive affiliate website promotions
- Category specific ghost blogs delivering keyword rich articles to SERPS which creates second tier link building which insulates the DEK site from aggressive link building penalties.
- The Company offers raw materials to a global client base from a single operating location allowing the Company to capture a large share of generic or non-category specific consumers thus allowing a higher relevancy for DEK Software in broad searches.

Free Publicity in Web PR Sites

Press releases 200 words long that are spiked with our web address link and laced with search-engine-optimized keywords and phrases almost always generate effect and impact once planted in free web PR sites. The writing style should stir interest and compel readers to click through and follow up.

Regional and National Trade Shows

Industry trade shows, conventions and meetings are critical to increase brand awareness, create joint venture arrangements, maintaining existing client relationships and developing new business. The Company expects to participate in regional and national events on an ongoing and consistent basis. Examples include:

Event Name	Location	Attendance	Dates
GOG Semi-Annual Meeting - January 2012 - Gynecologic Oncology Group	San Diego, CA	900	01/26/2012 -01/29/2012
2012 Genitourinary Cancers Symposium	San Francisco,CA	2,000	02/02/2012 -02/04/2012
SGO's 17th Annual Winter Meeting - Society of Gynecologic Oncologists	Olympic Valley,CA	100	02/09/2012 -02/11/2012
Clinical Hematology & Oncology 2012	San Diego, CA	400	02/18/2012 -02/21/2012
Scripps Cancer Center's 32nd Annual Conference: Clinical Hematology and Oncology	San Diego, CA	350	02/18/2012 -02/21/2012
ACI's 2nd Proton Therapy Centers - Active Communications International, Inc.	Hampton, VA	100	02/22/2012 -02/24/2012
Advanced Practice Oncology Providers Symposium	San Diego, CA	150	03/02/2012 -03/04/2012
22nd Annual National Interdisciplinary Breast Center Conference	Las Vegas, NV	1,200	03/10/2012 -03/14/2012
ACCC's 38th Annual National Meeting - Association of Community Cancer Centers	Carlsbad, CA	500	03/12/2012 -03/14/2012
29th Annual Miami Breast Cancer Conference	Miami, FL	1,150	03/14/2012 -03/17/2012
APS 31st Annual Scientific Meeting - American Pain Society	Honolulu, HI	1,500	05/17/2012 -03/19/2012
SSO 65th Annual Cancer Symposium - Society of Surgical Oncology	Orlando, FL	1,500	03/21/2012 -03/24/2012
The 2012 Annual Meeting on Women's Cancer	Austin, TX	1,900	03/25/2012 -03/28/2012
AACR Annual Meeting 2012 - American Association for Cancer Research	Chicago, IL	17,000	03/31/2012 -04/04/2012
37th Annual ONS Congress - Oncology Nursing Society	New Orleans, LA	4,000	05/03/2012 -05/06/2012

INTELLECTUAL PROPERTIES

Patent Applications

A utility U.S. patent entitled, "Comprehensive Testing Procedures for Personalized Anticancer Therapy," was filed on September 21, 2006. This patent application #60/778901 can claim priority dates of September 21, 2005 and March 6, 2006, due to the application of the provisional patents of these two earlier dates. The first initial office action was received in July 2009 and a reply to this office action was filed in September 2009.

On the same date (September 21, 2006), an International PCT (Patent Cooperation Treaty) was filed. In March 2008, the national patent applications were filed. DEK has selected four national patents in PCT coverage, i.e., China, Japan, European Union, and Canada. Hong Kong can be covered, but a separate application must be filed after the China patent is issued. Additional filings will be needed for individual countries, such as Britain, France, Germany, Turkey, etc. after the patent application is approved by the European patent office. These applications will provide an adequate worldwide coverage on the OnTheMark™ laboratory procedure.

Proprietary Technical Procedures

Practically all the technical and procedural aspects of the OnTheMark™ Test Panel are contained in the documents of "Standard Operating Procedures and Policies" (SOPs). The SOPs are essential for passing the inspection process for the issuance of CLIA Certificates of Registration and Compliance from the Maryland Department of Health and from CMS under CLIA authorization. These SOPs are the proprietary technical procedures for the successful operation of the OnTheMark™ Test Panel.

Proprietary Database

In order to interpret the drug response indicator expression levels in terms of sensitivity or resistance of the tumor, a substantial clinical database is needed for statistical evaluation. As shown above, DEK plans to have a continuously expanding clinical database from this post marketing data survey to obtain the treatment outcome for the drug treatments recommended by the OnTheMark™ Test Panel. We expect that the treatment outcomes of all the OnTheMark™ recommended treatments will be monitored and reported to form a database. It will be very difficult for a competitor to market a "OnTheMark-like" test and at a substantially lower cost. Thus, a large clinical database of the test is an additional barrier to entry for competitors.

COMPETITION

Breast cancer remains the only major cancer where certain treatment is routinely determined by specific predictive factors. Currently, commercial predictive technology is divided into five major platforms, immunohistochemical (IHC) testing, fluorescent in situ hybridization techniques (FISH), quantitative immunofluorescence, genomic analysis and ex-vivo testing.

Tests based on IHC and FISH currently dominate the breast cancer diagnostic testing landscape. In this context, these two techniques are most often used to evaluate HER-2 or hormone-receptor status. Evaluations of test results allow clinicians to accurately select patients likely to benefit from the corresponding therapy. This market is currently dominated by large, established companies offering FDA approved products.

Quantitative immunofluorescence is used to quantitatively analyze IHC results and make recommendations as to individualized treatments. This technology is offered by a limited number of companies. At this time, genomic assays are most often used to determine cancer relapse and recurrence, although extension into predictive assays is underway. These laboratory-based genomic assays are currently the domain of small and mid-level companies.

Finally, ex-vivo diagnostics encompasses the exposure of a breast cancer patient's tumor cells to a chemotherapeutic agent in a cell culture format. Treatment recommendations are derived from the cancer cells reaction to these treatments.

Immunohistochemical Testing

IHC is the process of localizing proteins in cells of a tissue section utilizing the principle of antibody binding to specific antigens. The major player in the immunohistochhemical segment of the market currently is DAKO, manufacturer of the both the HerCepTest (for determination of HER-2 status) and kits for the determination of hormone receptor status. These kit technologies are widely used in large anatomical pathology testing labs such as Quest, US Labs Inc., AmeriPath and Clarient. Roche, through their acquisition of Ventana Medical Systems, also offers an immunohistochemical test for Her-2 expression determination. Generally, IHC tests have FDA approval and are sold in the relatively low price range of $200 - $ 400. The prognostic value of IHC is well established for HER-2 and Estrogen Receptor (ER) as mentioned above, but is not established as a predictor of the efficacy of cytotoxic drugs. Furthermore, there has been substantial industry concern over the reproducibility of HER-2 /neu detection from lab to lab, which affects the accuracy of the test. For example, both the American Society of Clinical Oncology (ASCO) and the College of American Pathologists (CAP) characterize the interpretation of IHC results as "somewhat arbitrary" and found that results from "as many as 15-20 % of the assays may be incorrect."

Fluorescent in situ Hybridization Techniques

FISH is a cytogenetic technique that can be used to detect and localize the presence of specific DNA sequences on chromosomes. This technology is often used in conjunction with IHC to determine HER-2 expression and has recently been applied to hormone receptor status. The market is currently led by Vysis (a division of Abbott) which sells the FISH based Pathvysion. In addition, Invitrogen has recently entered the market with a HER-2 FISH assay, which is used with attendant automation. Exagen is currently developing two breast cancer prognostic assays, eXagenBC for estrogen receptor/progesterone receptor positive (ER/PR+) patients and another test for ER/PR- patients. The marketed technologies again generally have FDA approval and market in the $400-$600 range. A number of retrospective clinical trials have suggested that FISH is more accurate in predicting a positive benefit from Herceptin therapy. However, certain drawbacks are also associated with FISH analysis. For instance, hybridization cannot be achieved in all tumors. In addition, the results of this method can vary considerably if the assay is not standardized, and is thereby dependent on the skill of the pathologist.

Table 1. Immunohistochemistry Testing and Fluorescent in situ Hybridization Techniques

COMPANY	PRODUCT	FDA APPROVAL	REIMBURSEMENT	ACTIVE MARKETING	TREATMENT
DAKO	HercepTest	yes	yes	yes	Trastuzumab
	PharmDx (IHC)	yes	yes	yes	Endocrine
	PharmDx (FISH)	no	no	yes	
Roche	Pathway (IHC)	yes	yes	yes	Trastuzumab
Clarient	Mammostat	no	no	no	Endocrine
Abbott	Pathvysion (IHC)	yes	yes	yes	Trastuzumab
Invitrogen	Spotlight (FISH)	yes	no	yes	Trastuzumab
Exagen	eXagenBC	no	no	no	Endocrine/

Quantitative Immunofluorescence Techniques

Quantitative immunofluorescence (QIF) is a quantitative IHC testing method that enables measurement of protein biomarkers in tissue as an aid to a pathologist's diagnosis. This technology has been used frequently in clinical development by major pharmaceutical companies. There are some technical drawbacks to this method such as photobleaching of the sample and high background. But if the test is properly controlled QIF offers a high degree of accuracy and repeatability. Furthermore, since this technology asays proteins in the cell, it may present a better picture o fhow cells will respond to a given drug.

Gentopix Inc. has recently licensed AQUA, a QIF based technology, from HistoRx and is beginning to market NexCourse Bca, and tests designed to provide a continuous recurrence risk assessment for patients being treated with tamoxifen, based on ER expression, and predict response to radiation treatment by quantification of ER expression. Gentopix has in turn been acquired by Novartis. The technological basis of AQUA is very similar to that of OnTheMark.

Table 2. Quantitative Immunfluorescence Techniques

COMPANY	PRODUCT	FDA APPROVAL	REIMBURSEMENT	ACTIVE MARKETING	BIOMARKER
Gentopix	NexCourse Bca	No	No	Yes	Endocrine/radiation

Genomic Analysis

More recently, a number of commercialized prognostic and predictive tests based on the genomic classification of breast cancer have entered the expanding market for breast cancer diagnostics. These tests are generally centralized laboratory assays that utilize statistical data analysis and algorithms to deliver results. Genomic assays examine the expression of a unique set of genes that may indicate the recurrence of cancer or potential response to treatment.

The leader in the current genomic market is Genomic Health, which offers the Oncotype Dx assay. This test analyzes the expression of 21 genes and is currently geared toward predicting the recurrence of breast cancer. Based on the likelihood of recurrence, oncologists can determine whether chemotherapy is a viable treatment option, but cannot specify which chemotherapy will work best. The assay includes quantitative scores for ER, PR and HER2 gene expression by RT-PCR. The application of Oncotype Dx is limited to node negative, stage I, II, post-surgical patients and may be performed on paraffin embedded, formaldehyde fixed tissue. The cost of this test is $4175 and is reimbursed for the indicated patients. Oncotype Dx is classified as a "home brew" assay and is not approved by the FDA. Oncotype DX remains unproven for use in patients with distant metastatic breast cancer. Genomic Health is also currently

sponsoring two large scale clinical trials, Tailor Rx and the RxPonder Trial designed to extend the OncotypeDx technology to a wider range of breast cancer patients.

Agendia offers the MammaPrint assay. This is a 70 gene assay that also predicts recurrence of breast cancer. The application of MammaPrint is limited to patients less than 61 years old, with stage I or II disease, lymph node negative with a tumor size less than 5 cm. In addition, only fresh or frozen tissue may be used for this analysis. MammaPrint is approved by the FDA, sells in the $4200 range, and is currently covered by selected insurance plans. In 2008, Agendia also launched TargetPrint, an assay designed to extend their reach into the predictive market. TargetPrint offers a quantitative assessment of the patient's level of ER, PR and HER2 overexpression with her breast cancer, based on the analysis of 50 genes. TargetPrint costs $1200 and reimbursement is currently offered by approximately 22 providers, including Medicare. The test is not approved by the FDA. Agendia also has another diagnostic assay, TheraPrint, in the research pipeline. This test is a microarry-based gene expression panel of 56 genes that have been identified as potential targets for prognosis and therapeutic response to a variety of therapies. Some of these genes are directly targeted by existing drugs or drug types, and other genes have been shown to be involved in resistance or response to therapy.

Two other companies are poised to launch genomic diagnostic tests in the United States. Ipsogen has sponsored a European offering of Mapquant Dx Genomic Grade, a 97 gene molecular assay that determines tumor grade. Based on the tumor grade assigned to a tumor, it is classified as sensitive or resistant to drug cocktails comprised of taxanes, anthrcyclines and 5-fluorouracil. Mapquant is an Affymetrix micro-array based assay. A PCR version of the test, adapted to formalin fixed, paraffin embedded speciments, is under development and should be available in the beginning of 2012. Ipsogen has recently licensed the Nuvoselect technology to Quiagen.

Nuvera Biosciences is launching two molecular based diagnostic tests in the near future. One of these tests, NuvoSelect cRx, is a 30 gene assay geared to predict the response to taxane drugs in breast cancer patients, while the other, NuvoSelect eRx is a 200 gene assay that measures endocrine response. These tests were developed on the Affymetrix GeneChip platform. Nuvera's technology has been licensed by Veridex, LLC, a Johnson & Johnson company.

In summary, genomic assays are currently used primarily to predict recurrence of breast cancer and are being extended to indications of hormonal and HER-2 receptor status. Competition in this segment is based on introduction of assays using different and more numerous gene sets. The concentration of current research is on the use of this technology in the predictive mode for response of breast and other cancers to chemotherapeutic drugs.Although genomics are a promising technology, certain limitations exist. These assays are, in general, applicable to only a subset of cancer patients and are far from being standardized. They demonstrate significant variability and, since tissue is homogenized for this type of analysis, all sense of tissue topography and heterogeneity is lost. In fact, a March 2010 study in the Journal of the National Cancer Institute looked at the value of a number of gene tests and concluded none of the studies showed "clear usefulness."

Caris Life Sciences offers a comprehensive test called Target Now. This test combines elements of all of the above described technologies. A tumor is first subjected to IHC testing and, if indicated, FISH analysis. The sample can then further be tested by DNA microarray, if a frozen specimen is available, or PCE to determine genomic expression. Test results are determined by comparison with literature examining the relation of various biomarkers to clinical outcome. Drawbacks of this testing paradigm include all the limitations previously discussed for the various technologies utilized. In addition, Caris has presented no direct clinical trial evidence that the combined testing methods are more accurate than any of the single test components. In the single, limited clinical trial that was published in the October 2010 issue of the Journal of Clinical Oncology, IHC was used as an endpoint and the specific predictive value of molecular profiling was not addressed.

Table 3. Genomic Assays

COMPANY	PRODUCT	FDA APPROVAL	REIMBURSEMENT	ACTIVE MARKETING	TREATMENTS
Genomic Health	Oncotype Dx	No	Yes, specified patients	Yes	Endocrine/ Trastuzumab
Agendia	MammaPrint	Yes	Yes, specified patients	Yes	Relapse/recurrence
	TargetPrint	No	Yes, specified patients	Yes	Endocrine/ Trastuzumab
Nuvera Biosciences	NuvoSelect cRx	No	No	No	Taxanes
	Nuvoselect eRx	No	NO	No	Endocrine/ Trastuzumab
Ipsogen	MapQuant Dx	No	No	No	Tumor grade; chemo
Caris	TargetNow	No	Limited	Yes	Endocrine/ Trastuzumab, Topo 2A and others, Testing combined with IHC and FISH

Ex-Vivo Assays

Ex-vivo assays essentially involve the exposure of the breast cancer patient's tumor cells to chemotherapeutic drugs in cell culture. A portion of a patient's solid tumor, as small as a core biopsy, is mechanically disaggregated and established in primary culture where malignant epithelial cells migrate out of tumor explants to form a monolayer. Cultures are verified as epithelial and exposed to increasing doses of selected chemotherapeutic agents. The number of live cells remaining post-treatment is enumerated microscopically using automated cell counting software. The resultant cell counts in treated wells are compared with those in untreated control wells to generate a does-response curve for each chemotherapeutic agent tested on a given patient specimen. In some cases the cells can also be subjected to various genomic assays.

Precision Therapeutics, Inc. offers an ex-vivo assay referred to as ChemoFx. With ChemoFx, a patient's treatment plan can be determined by testing multiple single agents or combination chemotherapies in the lab before choosing a specific plan. ChemoFx measures both chemosensitivity and resistance. It can be performed on archived tissue. A tumor's response to each ex-vivo treatment is scored as "responsive," "intermediate response," or "non-responsive." Collectively, these scores are used to assist an oncologist in making treatment decisions. ChemoFx has a list price of $450 per drug or drug combination tested, and the average invoiced price is approximately $3300 per test billed. ChemoFx has been reimbursed by most major insurance companies.

Rational Therapeutics, Inc. markets the Ex-Vivo Analysis – Programmed Cell Death (EVA-PCD) platform. This technology does not use cells that are grown in traditional culture, but rather keeps cells in clusters (microspheroids) that mimic the body's environment and preserves cell-to-cell communication. The behavior of the cancer cells, including cell death, is then monitored in response to drugs or combinations of drugs. The cost for this testing is $3500, with limited reimbursement and no Medicare payments.

Bioarray Therapeutics is an emerging technology company that is developing ex-vivo strategies for breast cancer diagnostics. In the Bioarray model, cells are excised from the patient's breast tumor and are grown in a matrix of cells that mimic the breast's natural environment. Multiple biomarker expression is assessed and these multiple variables combined to yield a single, patient-specific result.

The ability of these tests to predict chemosensitivity in the laboratory setting does not necessarily translate into prediction of patient response. Studies have shown that a major limitation is the need to use in-vitro cell culture. Survival in culture may yield an altered phenotype. In-vitro sensitivity or resistance to a treatment does not ensure patient response because of a variety of host factors, including drug concentration within the body. In fact, in 2005, ASCO decided against recommendation o fthis technology for routine clinical application.

Table 4. Ex-Vivo Assays

COMPANY	PRODUCT	FDA APPROVAL	REIMBURSEMENT	ACTIVE MARKETING	TREATMENT
Precision Therapeutics	ChemoFx	No	Yes	Yes	Chemotherapy
Rational Therapeutics	EVA-PCD	No	Limited	Yes	Chemotherapy
Bioarray Therapeutics					In development

Competitive Advantage of the OnTheMark™ Test Panel

The OnTheMark™ Test Panel has several distinct capabilities, technical advances and multiple cancer applications that are not available in competitor products:

- Direct imaging of a specified target within a tissue sample
- Application to primary tissue sections prepared from paraffin blocks
- Standardization of fluorescent measurement
- Applicable to existing chemotherapeutic drugs
- Adaptable to new chemotherapeutic drugs
- Adaptable to additional cancers and biomarkers
- One test predicts tumor response for up to seven (7) FDA-Approved Anticancer Drugs
- Coverage offered by major insurance companies

GROWTH AND EXPANSION OF THE ONTHEMARK™ TEST PANEL

Computer-assisted fluorescence microscopy

The fluorescence microscopy system in OnTheMark™ originated from the pioneering research done at Johns Hopkins in 1980 with support from Department of Energy and National Institutes of Health. The computerized fluorescence microscopy system was enhanced when Cell Works, Inc. was formed using licensed technology from Johns Hopkins for finding and analyzing circulating cancer cells in the blood. This development led to the prestigious Computerworld Smithsonian Innovation Award in 1999 in the Science Category in recognition of innovation in the use of computer technology in the development of a highly advanced microscope to benefit society. When DEK was formed, this technology and instrumentation were transferred from Cell Works Inc. and further developed. Instead of studying circulating cancer cells, DEK used the technology to quantitatively study biomarker expression levels in cancer cells, including cancer cells in tissues, fixed and embedded in paraffin blocks. As shown in the section on "Intellectual Properties," DEK has its own patent application on how to utilize this instrumentation for the OnTheMark™ Test Panel.

The field of machine vision is still far behind in comparison to the visual processing and recognition abilities of human vision. Thus, using robots to replace human operators is not currently advisable. However, additional hardware and software should be developed to reduce the fatigue of the operator, and to improve the efficiency in scanning, and to facilitate the entry into the database.

Currently, the most efficient system consists of a team of two operators and one microscope as well as desktop computers for each operator to conduct the quantitation computation. This team will be able to analyze 40 samples/month with automation increasing the efficiency to 60-80 samples per month in the future.

Extension of OnTheMark™ from breast cancer to other cancers

As described above, DEK is currently extending the OnTheMark™ from breast cancer to colon, small intestine, rectum and stomach cancers. There is no need for new technology, just additional retrospective comparative clinical data. In addition, trials addressing early stage cancer will be initiated, processing core biopsy samples and fine needle biopsy samples for analysis.

Extension of OnTheMark™ to Cover New Drugs by Developing DRI

Proposed biomarkets for new drugs will be validated through literature investigations and in the in vitro studies on cancer cells. The cellular target and the mechanisms of action have to be first established, in order for this study to be initiated. This line of study may allow DEK to participate in partnership with drug companies to develop Dx-Rx coupled new drugs.

EXIT STRATEGY

Several exit strategies exist for the Company. The following represent the most likely scenarios to occur within the first five (5) years of operation. ***(See Proforma Information for Proposed Valuations)***

Acquisition

Being acquired by another company is an attractive option as the Company's value usually exceeds what is reasonable based upon income. An integral part of a successful acquisition is for DEK to strive to be an attractive candidate. To accomplish this, the Company will work diligently to:

- Offer services which mesh perfectly with the needs and desires of the industry
- Ensure the services are unique in nature, but not so specialized potential suitors are not interested
- Operate with the highest level of integrity and compliance to ensure transparency to the potential suitors

Initial Public Offering (IPO)

The IPO is a challenging yet rewarding alternative. The IPO is lucrative and multiple large and small cap markets including the OTCBB, Frankfurter Wertpapierbörse, among others provide relatively low barriers to entry and a global reach to a sophisticated investor base. DEK would be bound by the significant legal framework of the Sarbanes-Oxley Act in addition to the legal requirements set forth in form S1 of the Securities and Exchange Commission. The Company would also have to comply with the Securities Act of 1933 and the Exchange Act of 1934. To prepare the Company for a potential IPO DEK will:

- Maintain immaculate financial records
- Maintain positive working relationships with industry leaders and financial analysts
- Look to generate high profit levels with low operating costs to ensure attractiveness to the underwriting sector
- Conform to Sarbanes-Oxley and similar international laws before consideration of an IPO

Strategic Merger

After identification of potential partners using great care through a selection process designed to weed out all but the most compatible entities, the Company could purse a merger with a competitor or potentially a similar business enterprise.

Capital Raise

As described above, DEK is ready for a rapid expansion of OnTheMark™ sales. In order to provide momentum for this expansion, DEK needs additional human and financial resources. Since OnTheMark™ is the first comprehensive pharmacodiagnostic test for anticancer chemotherapy, it is particularly important to raise capital quickly. This is the first product combining the drug response indicator concept with computerized fluorescence microscopy. As OnTheMark™ sales increase, there will be competitors chasing DEK in the market, both in the U.S. and internationally. Therefore, DEK requires sufficient capital to accelerate the commercialization and become the dominant company in this space. To this end, DEK seeks to raise $1,000,000 to $2,000,000.

Management values DEK at $10m pre-money, so a $2m equity placement represents 10% of DEK Biotech, Inc. and a $4m equity placement represents 20% of DEK Biotech, Inc. DEK is seeking a minimum of $2m and will complete an initial closing once the minimum offering is reached while continuing to accept investment up to the $4m maximum placement.

DEK has engaged various individuals to help with the equity raise and they have success fees in the 5% to 7% of total raise.

Financial Needs and Use of Funds

With operations management, sales and marketing efforts underway, the Company is searching for external capital totaling $2,000,000 to expand and scale operations, support marketing and promotion efforts and to bring its advanced product line to the global marketplace.

The funds will be used primarily towards marketing and brand creation and to provide further enhancement to the DEK platform (e.g., integration with mobile platforms, ad campaigns, etc.) The use of the funds and detailed information regarding the Company's financial projections are further described in the Financials section of this Offering Memorandum.

With the infusion of sufficient capital, the following efforts will be expanded and initiated by DEK.

Provide working capital to support the operation of DEK in covering the delayed payment of receivables from the sale of the test by the health insurance companies, the hospitals and by the patients and to fund continued operations as sales ramp up to profitability.

Accelerate Research and Development

- Extension of technology from breast cancer to gastrointestinal cancer (colon, rectal, gastric, pancreatic, esophageal) and then to lung cancer.
- Extension of treatment prediction from late stage cancer to early stage cancer, such as the utilization of core biopsy material and even needle biopsy material through the oncomarker project, through which single, free cancer cells can be distinguished from normal cells by the oncomarkers.
- Extension to new biomarkers for new drugs, such as lapatinib (tykerb).
- Extend technology to detect gene mutations (such as K-ras) efficiently.
- Advancement in the computerized microscopy to reduce the human operator involvement in the imaging process.
- Automation of OnTheMark™. For the foreseeable future, computerized fluorescence microscopy appears to be the most efficient technology for the measurement of biomarker expression in tumor cells or sections. The quality of the OnTheMark™ Test Panel depends to a certain extent on the quality of the operators to choose the proper area of the tumor section to be measured. It is very unlikely that this human contribution can be automated for the first few years. However, after the selection of the image is made, the rest of the operation can be computerized by appropriate software and hardware.
- Supplement research team with new research personnel.

Establish training facilities for production of OnTheMark™ operators for the laboratory in Ashworth. These training facilities will also be utilized to train outside operators from licensee companies in the technology transfer/licensing arrangement.

Enlarge or expand facilities and space for laboratory service production and for R & D activities, including a separate facility for the two functions in the company.

Hire senior sales team and sales force and roll out a mid-Atlantic marketing and sales program followed by a national marketing and sales plan.

Previous Investment And Loans

Government Funding

DEK has received about $2 million in federal grants from the Small Business Innovative Research Programs (SBIR) and $150,000 from Track 1 and Track 2 TEDCO-MTTF Award (Johnson and Johnson contributed $25,000 to this award).

Private Funding

The Founder provided about $1M in personal loans to the company. In addition, the salary and fringe benefits of the Founder were deferred since the founding of the company in 2004. Most of this contribution has been converted into equity in DEK, with only $200,000 remaining as a loan.

The company has received a convertible loan from Roberts TechnicolorStudio for $1.89 million. The conversion ratio was established at a pre-money capitalization value of DEK at $8 million in 2007. There is a buy back provision for this convertible loan. In addition, DEK has received bridge loans from affiliated parties totaling approximately $150,000 to be converted at a 20% discount to an equity raise (the investors have indicated their preference for these bridge loans to be repaid). Additional convertible loans totaling approximately $300,000 have also been received and can also be converted at a 20% discount to an equity raise.

Note: None of these convertible or bridge loans will be repaid out of the equity placement contemplated herein. The convertible loans will convert to equity and the bridge loans of $150,000 will only be repaid when the company is cash flow positive out of commercial sales revenues.

Projected Profit and Loss

Income statement (also referred to as profit and loss statement (P&L)) is the company's financial statement which indicates how gross revenue is transformed into net income after all expenses have been accounted. The purpose of the income statement is to show Managements and investors whether the company made or lost money during a specific reporting period.

Projected Balance Sheets

The Company's balance sheet is a summary of the financial balances. Assets, liabilities and Company equity are listed as of a specific date, such as the end of its financial year.

Projected Cash Flow

Cash flow is the movement of cash into or out of a business and is measured during a specific reporting period.

Sales Projections

In the U.S., the annual mortality rate for breast cancer patients is approximately 40,000. The OnTheMark™ Test Panel for Gastrointestinal (GI) cancer will be ready to begin marketing in 2012 and lung cancer should follow a year later. The market size will be 250,000 to 350,000 late stage patients per year.

Expected Market Penetration:

	Annual Mortality	**2012**	**2013**	**2014**	**2015**	**2016**	Market Penetration
Breast Cancer	40,000	54	270	1,620	3,240	4,860	12%
GI Cancer	135,000		108	540	2,160	6,480	10%
Lung Cancer	159,000			108	540	2,160	8%
U.S. Total	334,000	54	378	2,268	5,940	13,500	9%
International			54	378	2,268	5,940	

Sales Forecast, Number of tests annually:

Sales Forecast					
	Year 1	Year 2	Year 3	Year 4	Year 5
Unit Sales					
OnTheMark - Breast - US	54	270	1,620	3,240	4,860
OnTheMark - GI - US	0	108	540	2,160	6,480
OnTheMark - Lung - US	0	0	108	540	2,160
OnTheMark - All - International	0	54	378	2,269	5,940
Total Unit Sales	54	432	2,646	8,209	19,440
Unit Prices	Year 1	Year 2	Year 3	Year 4	Year 5
OnTheMark - Breast - US	$2,200.00	$2,024.00	$1,862.08	$1,713.11	$1,576.06
OnTheMark - GI - US	$0.00	$2,024.00	$1,862.08	$1,713.11	$1,576.06
OnTheMark - Lung - US	$0.00	$0.00	$1,862.08	$1,713.11	$1,576.06
OnTheMark - All - International	$0.00	$2,024.00	$1,862.08	$1,713.11	$1,576.06
Sales					
OnTheMark - Breast - US	$118,800	$546,480	$3,016,570	$5,550,488	$7,659,674
OnTheMark - GI - US	$0	$218,592	$1,005,523	$3,700,325	$10,212,898
OnTheMark - Lung - US	$0	$0	$201,105	$925,081	$3,404,299
OnTheMark - All - International	$0	$109,296	$703,866	$3,887,055	$9,361,823
Total Sales	$118,800	$874,368	$4,927,064	$14,062,950	$30,638,694
Direct Unit Costs	Year 1	Year 2	Year 3	Year 4	Year 5
OnTheMark - Breast - US	$660.00	$607.20	$558.62	$513.93	$472.82
OnTheMark - GI - US	$0.00	$607.20	$558.62	$513.93	$472.82
OnTheMark - Lung - US	$0.00	$0.00	$558.62	$513.93	$472.82
OnTheMark - All - International	$0.00	$708.40	$651.73	$599.59	$551.62
Direct Cost of Sales					
OnTheMark - Breast - US	$35,640	$163,944	$904,971	$1,665,146	$2,297,902
OnTheMark - GI - US	$0	$65,578	$301,657	$1,110,098	$3,063,869
OnTheMark - Lung - US	$0	$0	$60,331	$277,524	$1,021,290
OnTheMark - All - International	$0	$38,254	$246,353	$1,360,469	$3,276,638
Subtotal Direct Cost of Sales	$35,640	$267,775	$1,513,312	$4,413,238	$9,659,699

This forecast projects that DEK will be able to grow to get about 10% of the annual late-stage cancer patients to use the OnTheMark™ test to predict resistance/sensitivity to their cancer. In addition, use of our test for neo-adjuvant therapy before surgery to shrink the tumor size could double the market. In order to reach these market penetration rates, we will need to hire and grow a sales team to make presentations to doctors and patient advocacy groups.

Sales in Europe and East Asia would double and potentially triple the U.S. market. Assuming we start international sales in Europe in 2012 with a similar sales ramp up as in the U.S., that would add 2,268 sales for the sales year 2014. Neo-adjuvant sales have not been included in the forecast.

In East Asia, the price structure and the mode of operation are expected to be different from that in the U.S. We have demonstrated that tumor slides from Beijing can be sent by express mail in 4 days from door to door and arrive safely. The tumor tissue slides have the same standard of quality as in the U.S. and can be used for analysis. Essentially, we have established that the physical act of sending slides from Asia is workable, so that analysis may be conducted for Asian cancer patients at the laboratory in Ashworth, Maryland.

International expansion is being pursued in two stages with China as a model.

The first stage would be to conduct a retrospective correlation study with a major Chinese hospital in Shanghai with about 50 patients. DEK will provide the cost of the OnTheMark™ Test Panel and the fee for the pathologist to prepare the tumor section slides. The objective is to compare the OnTheMark™ predictive results from Chinese patients with those of U.S. patients.

The second stage would be to form a joint company with licensing and technology transfer to China. There could be requirements for royalty payments, annual dividend payments, as well as front-end payment requirements. In addition, DEK would be responsible for inspection and certification of the OnTheMark™ laboratory in China, particularly in the training and certification of the OnTheMark™ operators. For instance, in addition to constant monitoring of the technical staff and equipment for laboratories in China, the tumor slides and OnTheMark™ performed in China could be re-examined in U.S. for comparative validation. The Direct analysis and the patient's treatment outcomes will be continuously accumulated and evaluated. The quality of the OnTheMark™ Test Panel performed outside of U.S. would be held to the same standard as the OnTheMark™ done in U.S.

DEK could follow a similar strategy in exploiting the European, Japanese and Indian markets.

Marginal Cost of Test

For each additional testing team comprised of two test operators and a computerized microscope, testing capacity will increase by 40 tests per month (currently each team can do 40 tests per month, but with additional automation will be able to do 60-80 tests per month).

DEK currently has the capacity to conduct 80+ tests a month with 4 operators and two microscopes. Additional testing teams will be added as sales increase. The marginal cost of a single test, including the salaries of the test employees, their fringe benefits, the microscope and other hard assets amortized over 4 years, reagent costs and other supplies is approximately $600.

Financial Projections

Financial projections are given below starting from January 1, 2012.

Assumptions:

- The volume of sales of the OnTheMark™ Test Panel is mainly limited by our ability to sell the test and not by the capacity of the laboratory. We can expand the laboratory as necessary to accommodate projected sales.
- We are targeting a gross sales price per test of $3,600-$4,000, and expect to be reimbursed by major insurers for about $3,000, but for the purposes of the financial projections, an average reimbursement rate of $2,000 was assumed.
- These projections assume that we will be able to sell into approximately 10% of the potential market.

Profit and Loss Statement

Pro Forma Profit and Loss					
	Year 1	Year 2	Year 3	Year 4	Year 5
Sales	$118,800	$874,368	$4,927,064	$14,062,950	$30,638,694
Direct Cost of Sales	$35,640	$267,775	$1,513,312	$4,413,238	$9,659,699
Total Cost of Sales	$35,640	$267,775	$1,513,312	$4,413,238	$9,659,699
Gross Margin	$83,160	$606,593	$3,413,751	$9,649,712	$20,978,995
Gross Margin %	70.00%	69.38%	69.29%	68.62%	68.47%
Expenses					
Payroll	$798,000	$875,880	$958,433	$1,015,939	$1,015,939
Marketing/Promotion	$500,000	$700,000	$1,800,000	$4,300,000	$6,100,000
Rent	$84,000	$89,040	$94,382	$100,045	$106,048
Utilities	$18,000	$19,080	$20,225	$21,438	$22,725
Insurance	$12,000	$12,720	$13,483	$14,292	$15,150
Payroll Taxes	$119,700	$131,382	$143,765	$152,391	$152,391
Benefits and Health Insurance	$79,800	$87,588	$95,843	$101,594	$101,594
General and Administrative	$50,000	$50,000	$53,000	$56,180	$59,551
Total Operating Expenses	$1,661,500	$1,965,690	$3,179,131	$5,761,879	$7,573,397
Profit Before Interest and Taxes	($1,828,340)	($1,709,097)	($265,380)	$3,387,833	$12,905,598
EBITDA	($1,828,340)	($1,709,097)	($265,380)	$3,387,833	$12,905,598
Taxes Incurred	$0	$0	$0	$1,016,350	$3,871,679
Other Expense					
Research and Development Labor	$200,000	$300,000	$400,000	$400,000	$400,000
Research and Development Materials	$50,000	$50,000	$100,000	$100,000	$100,000
Total Other Expense	$250,000	$350,000	$500,000	$500,000	$500,000
Net Other Income	($250,000)	($350,000)	($500,000)	($500,000)	($500,000)
Net Profit	($1,828,340)	($1,709,097)	($265,380)	$2,371,483	$9,033,919
Net Profit/Sales	-1539.01%	-195.47%	-5.39%	16.86%	29.49%

Cash Flow Statement

Pro Forma Cash Flow					
	Year 1	Year 2	Year 3	Year 4	Year 5
Cash Received					
Cash from Operations					
Cash Sales	$118,800	$874,368	$4,927,064	$14,062,950	$30,638,694
Subtotal Cash from Operations	$118,800	$874,368	$4,927,064	$14,062,950	$30,638,694
Subtotal Cash Received	$118,800	$874,368	$4,927,064	$14,062,950	$30,638,694
Expenditures	Year 1	Year 2	Year 3	Year 4	Year 5
Expenditures from Operations					
Cash Spending	$798,000	$875,880	$958,433	$1,015,939	$1,015,939
Bill Payments	$826,710	$1,320,655	$3,536,467	$9,646,088	$19,274,044
Subtotal Spent on Operations	$1,624,710	$2,196,535	$4,494,900	$10,662,027	$20,289,983
Additional Cash Spent					
Non Operating (Other) Expense	$250,000	$350,000	$500,000	$500,000	$500,000
Subtotal Cash Spent	$1,874,710	$2,546,535	$4,994,900	$11,162,027	$20,789,983
Net Cash Flow	($1,755,910)	($1,672,167)	($67,836)	$2,900,923	$9,848,711
Cash Balance	$1,909,090	$236,924	$169,087	$3,070,010	$12,918,721

Balance Sheet

Pro Forma Balance Sheet					
	Year 1	Year 2	Year 3	Year 4	Year 5
Assets					
Current Assets					
Cash	$1,909,090	$236,924	$169,087	$3,070,010	$12,918,721
Total Current Assets	$1,909,090	$236,924	$169,087	$3,070,010	$12,918,721
Long-term Assets					
Total Assets	$1,909,090	$236,924	$169,087	$3,070,010	$12,918,721
Liabilities and Capital	Year 1	Year 2	Year 3	Year 4	Year 5
Current Liabilities					
Accounts Payable	$72,431	$109,361	$306,905	$836,345	$1,651,137
Subtotal Current Liabilities	$72,431	$109,361	$306,905	$836,345	$1,651,137
Total Liabilities	$72,431	$109,361	$306,905	$836,345	$1,651,137
Paid-in Capital	$3,760,000	$3,760,000	$3,760,000	$3,760,000	$3,760,000
Retained Earnings	($95,000)	($1,923,340)	($3,632,437)	($3,897,818)	($1,526,335)
Earnings	($1,828,340)	($1,709,097)	($265,380)	$2,371,483	$9,033,919
Total Capital	$1,836,660	$127,563	($137,818)	$2,233,665	$11,267,584
Total Liabilities and Capital	$1,909,090	$236,924	$169,087	$3,070,010	$12,918,721
Net Worth	$1,836,660	$127,563	($137,818)	$2,233,665	$11,267,584

Ratio Analysis

Ratio Analysis						
	Year 1	Year 2	Year 3	Year 4	Year 5	Industry Profile
Sales Growth	n.a.	636.00%	463.50%	185.42%	117.87%	0.00%
Percent of Total Assets						
Total Current Assets	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Total Assets	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Current Liabilities	3.79%	46.16%	181.51%	27.24%	12.78%	0.00%
Total Liabilities	3.79%	46.16%	181.51%	27.24%	12.78%	0.00%
Net Worth	96.21%	53.84%	-81.51%	72.76%	87.22%	100.00%
Percent of Sales						
Sales	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Gross Margin	70.00%	69.38%	69.29%	68.62%	68.47%	0.00%
Selling, General & Administrative Expenses	1609.01%	264.84%	74.67%	51.75%	38.99%	0.00%
Advertising Expenses	420.88%	80.06%	36.53%	30.58%	19.91%	0.00%
Profit Before Interest and Taxes	-1539.01%	-195.47%	-5.39%	24.09%	42.12%	0.00%
Main Ratios						
Current	26.36	2.17	0.55	3.67	7.82	0.00
Quick	26.36	2.17	0.55	3.67	7.82	0.00
Total Debt to Total Assets	3.79%	46.16%	181.51%	27.24%	12.78%	0.00%
Pre-tax Return on Net Worth	-99.55%	-1339.81%	192.56%	151.67%	114.54%	0.00%
Pre-tax Return on Assets	-95.77%	-721.37%	-156.95%	110.35%	99.90%	0.00%
Additional Ratios	Year 1	Year 2	Year 3	Year 4	Year 5	
Net Profit Margin	-1539.01%	-195.47%	-5.39%	16.86%	29.49%	n.a
Return on Equity	-99.55%	-1339.81%	0.00%	106.17%	80.18%	n.a
Activity Ratios						
Accounts Payable Turnover	12.41	12.41	12.17	12.17	12.17	n.a
Payment Days	27	24	20	21	23	n.a
Total Asset Turnover	0.06	3.69	29.14	4.58	2.37	n.a
Debt Ratios						
Debt to Net Worth	0.04	0.86	0.00	0.37	0.15	n.a
Current Liab. to Liab.	1.00	1.00	1.00	1.00	1.00	n.a
Liquidity Ratios						
Net Working Capital	$1,836,660	$127,563	($137,818)	$2,233,665	$11,267,584	n.a
Interest Coverage	0.00	0.00	0.00	0.00	0.00	n.a
Additional Ratios						
Assets to Sales	16.07	0.27	0.03	0.22	0.42	n.a
Current Debt/Total Assets	4%	46%	182%	27%	13%	n.a
Acid Test	26.36	2.17	0.55	3.67	7.82	n.a
Sales/Net Worth	0.06	6.85	0.00	6.30	2.72	n.a
Dividend Payout	0.00	0.00	0.00	0.00	0.00	n.a

Investment Offering

Investment Offering	*Seed*	*Round 1*	*Round 2*	**Exit**
Proposed Year:	1	2	3	7
Valuation, Investment, Shares				
Investment Amount	$2,000,000	$0	$0	
Equity Share Offering Percentage	20.00%	0.00%	0.00%	
Valuation	$20,000,000	$0	$0	$90,000,000
Investor Exit Payout	$18,000,000	$0	$0	
Investor Years Until Exit	6	5	4	
Investor IRR	28.49%	0.00%	0.00%	
Share Ownership	Year 1	Year 2	Year 3	Year 7
Founders' Shares	8,000,000	8,000,000	8,000,000	8,000,000
Investor Shares Issued	2,000,000	0	0	
Price per share	$2.00	$0.00	$0.00	$9.00
Year 1 Investors' Shares	2,000,000	2,000,000	2,000,000	2,000,000
Total Shares Outstanding	10,000,000	10,000,000	10,000,000	10,000,000
Equity Ownership Percentage	Year 1	Year 2	Year 3	Year 7
Founders' Equity	80.00%	80.00%	80.00%	80.00%
Year 1 Investors' Equity	20.00%	20.00%	20.00%	20.00%
Total Equity	100.00%	100.00%	100.00%	100.00%
Investors' Equity	20.00%	20.00%	20.00%	20.00%
Founders' & Employees' Equity	80.00%	80.00%	80.00%	80.00%

APPENDIX B – APPROVED INSURERS

CareFirst BlueCross BlueShield accepted DEK as a participating provider effective as of January 1, 2009. An assigned provider number has been given to DEK for the following two networks: Group Hospitalization and Medical Service, Inc. and Select Preferred Provider Network. Another assigned provider number has been given to DEK for the following CareFirst of Maryland, Inc. Networks: Maryland Participating Provider Network and Preferred Provider Network.

WellPoint Unicare and/or Healthlink Network accepted DEK as a participating provider effective July 15, 2009.

In October 2009, Medicare/HighMark issued the approval for the Medicare enrollment application and the provider transaction access number (PTAN) with a retroactive allowance date of January 2009. Also, in October 2009, Maryland Department of Health & Mental Hygiene approved DEK as a Maryland Medicaid provider with a retroactive allowance date of January 2009. DEK is currently working on Aetna, Cigna, United Health Insurance and Coventry Health Insurance Companies. Medical Resolutions has indicated that as long as a patient's insurance company is affiliated with a Maryland-based carrier, there should not be an issue with out-of-state coverage.

DEK BIOTECH, INC.
RESTRICTED STOCK PURCHASE AGREEMENT

This Restricted Stock Purchase Agreement (the "Agreement") is made as of _____, 2012 by and between DEK Biotech, Inc. A Delaware corporation (the "Company"), and _____ (the "Purchaser").

In consideration of the mutual covenants and representations set forth below, the Company and the Purchaser agree as follows:

Purchase and Sale of the Shares. Subject to the terms and conditions of this Agreement, the Company agrees to sell to the Purchaser and the Purchaser agrees to purchase from the Company on the Closing (as defined below) [_____] shares of the Company's Common Stock, par value $0.001 per share (the "Shares"), at a price of [_____] per share (the "Purchase Price"), for an aggregate purchase price of $[_____].

Closing. The purchase and sale of the Shares shall occur at a closing (the "Closing") to be held on the date first set forth above, or at any other time mutually agreed upon by the Company and the Purchaser. The Closing will take place at the principal office of the Company or at such other place as shall be designated by the Company. At the Closing, the Purchaser shall deliver the aggregate Purchase Price set forth above to the Company by wire transfer, check or any other method of payment permissible under applicable law and approved by the board of directors of the Company (or any combination of such methods of payment), and the Company will issue, as promptly thereafter as practicable, a stock certificate, registered in the name of the Purchaser, reflecting the Shares.

Restrictions on Transfer.

Investment Representations and Legend Requirements. The Purchaser hereby makes the investment representations listed on Exhibit A to the Company as of the date of this Agreement and as of the date of the Closing, and agrees that such representations are incorporated into this Agreement by this reference, such that the Company may rely on them in issuing the Shares. The Purchaser understands and agrees that the Company shall cause the legends set forth below, or substantially equivalent legends, to be placed upon any certificate(s) evidencing ownership of the Shares, together with any other legends that may be required by the Company or by applicable state or federal securities laws:

THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT") AND MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED, PLEDGED OR HYPOTHECATED UNLESS AND UNTIL REGISTERED UNDER THE ACT OR, IN THE OPINION OF COUNSEL SATISFACTORY TO THE ISSUER OF THESE SECURITIES, SUCH OFFER, SALE OR TRANSFER, PLEDGE OR HYPOTHECATION OTHERWISE COMPLIES WITH THE ACT.

THE SECURITIES REPRESENTED HEREBY ARE SUBJECT TO CERTAIN RESTRICTIONS ON TRANSFER, A RIGHT OF FIRST REFUSAL AND A LOCK-UP PERIOD IN THE EVENT OF A PUBLIC OFFERING HELD BY THE ISSUER OR ITS ASSIGNEE(S) AS SET FORTH IN THE RESTRICTED STOCK PURCHASE AGREEMENT BETWEEN THE ISSUER AND THE ORIGINAL HOLDER OF THESE SHARES, A COPY OF WHICH MAY BE OBTAINED AT THE PRINCIPAL OFFICE OF THE ISSUER. SUCH TRANSFER RESTRICTIONS, RIGHT OF FIRST REFUSAL AND LOCK-UP PERIOD ARE BINDING ON TRANSFEREES OF THESE SHARES.

Stop-Transfer Notices. The Purchaser agrees that to ensure compliance with the restrictions referred to herein, the Company may issue appropriate "stop transfer" instructions to its transfer agent, if any, and that, if the Company transfers its own securities, it may make appropriate notations to the same effect in its own records.

Refusal to Transfer. The Company shall not be required (i) to transfer on its books any Shares that have been sold or otherwise transferred in violation of any of the provisions of this Agreement or (ii) to treat as owner of such Shares or to accord the right to vote or pay dividends to any purchaser or other transferee to whom such Shares shall have been so transferred.

Lock-Up Period. The Purchaser hereby agrees that the Purchaser shall not sell, offer, pledge, contract to sell, grant any option or contract to purchase, purchase any option or contract to sell, grant any right or warrant to purchase, lend or otherwise transfer or encumber, directly or indirectly, any Shares or other securities of the Company, nor shall the Purchaser enter into any swap, hedging or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other securities of the Company, during the period from the filing of the first registration statement of the Company filed under the Securities Act of 1933, as amended (the "Securities Act"), that includes securities to be sold on behalf of the Company to the public in an underwritten public offering under the Securities Act through the end of the one hundred eighty (180)-day period following the effective date of such registration statement (or such other period as may be requested by the Company or the underwriters to accommodate regulatory restrictions on (i) the publication or other distribution of research reports and (ii) analyst recommendations and opinions, including, but not limited to, the restrictions contained in NASD Rule 2711(f)(4) or NYSE

Rule 472(f)(4), or any successor provisions or amendments thereto). The Purchaser further agrees, if so requested by the Company or any representative of its underwriters, to enter into such underwriter's standard form of "lockup" or "market standoff" agreement in a form satisfactory to the Company and such underwriter. The Company may impose stop-transfer instructions with respect to securities subject to the foregoing restrictions until the end of any such restriction period.

Transfer of Shares. No Shares purchased pursuant to this Agreement, nor any beneficial interest in such Shares, shall be sold, transferred, encumbered or otherwise disposed of in any way (whether by operation of law or otherwise) by the Purchaser or any subsequent transferee, other than in compliance with the Company's right of first refusal provisions contained in Section 4 of this Agreement.

Company's Right of First Refusal. Before any Shares acquired by the Purchaser pursuant to this Agreement (or any beneficial interest in such Shares) may be sold, transferred, encumbered or otherwise disposed of in any way (whether by operation of law or otherwise) by the Purchaser or any subsequent transferee (each a "Holder"), such Holder must first offer such Shares or beneficial interest to the Company and/or its assignee(s) as follows:

Notice of Proposed Transfer. The Holder shall deliver to the Company a written notice stating: (i) the Holder's bona fide intention to sell or otherwise transfer the Shares; (ii) the name of each proposed transferee; (iii) the number of Shares to be transferred to each proposed transferee; (iv) the bona fide cash price or other consideration for which the Holder proposes to transfer the Shares; and (v) that by delivering the notice, the Holder offers all such Shares to the Company and/or its assignee(s) pursuant to this Section 4 and on the same terms described in the notice.

Exercise of Right of First Refusal. At any time within thirty (30) days after receipt of the Holder's notice, the Company and/or its assignee(s) may, by giving written notice to the Holder, elect to purchase all, but not less than all, of the Shares proposed to be transferred to any one or more of the proposed transferees, at the purchase price determined in accordance with Section 4.0.

Purchase Price. The purchase price for the Shares purchased by the Company and/or its assignee(s) under this Section 4 shall be the price listed in the Holder's notice. If the price listed in the Holder's notice includes consideration other than cash, the cash equivalent value of the non-cash consideration shall be determined by the board of directors of the Company in its sole discretion.

Payment. Payment of the purchase price shall be made, at the option of the Company and/or its assignee(s), in cash (by check), by cancellation of all or a portion of any outstanding indebtedness of the Holder to the Company and/or its assignee(s), or by any combination thereof within thirty (30) days after receipt by the Company of the Holder's notice (or at such later date as is called for by such notice).

Holder's Right to Transfer. If all of the Shares proposed in the notice to be transferred to a given proposed transferee are not purchased by the Company and/or its assignee(s) as provided in this Section 4, then the Holder may sell or otherwise transfer such Shares to that proposed transferee; provided that: (i) the transfer is made only on the terms provided for in the notice, with the exception of the purchase price, which may be either the price listed in the notice or any higher price; (ii) such transfer is consummated within sixty (60) days after the date the notice is delivered to the Company; (iii) the transfer is effected in accordance with any applicable securities laws, and if requested by the Company, the Holder shall have delivered an opinion of counsel acceptable to the Company to that effect; and (iv) the proposed transferee agrees in writing to receive and hold the Shares so transferred subject to all of the provisions of this Agreement, including but not limited to this Section 4, and there shall be no further transfer of such Shares except in accordance with the terms of this Section 4. If any Shares described in a notice are not transferred to the proposed transferee within the period provided above, then before any such Shares may be transferred, a new notice shall be given to the Company, and the Company and/or its assignees shall again be offered the right of first refusal described in this Section.

Involuntary Transfers. Subject to the other provisions of this Section 4, in the event, at any time after the date of this Agreement, of any transfer by operation of law or other involuntary transfer of all or a portion of the Shares by the record holder thereof that does not occur in accordance with the other provisions of this Section 4, the Company shall have the right to purchase all of the Shares transferred at the greater of the purchase price paid by the Purchaser pursuant to this Agreement or the fair market value of the Shares on the date of transfer (as determined by the board of directors of the Company). Upon such a transfer, the persons transferring or acquiring the Shares shall promptly notify the Secretary of the Company in writing of such transfer. The right to purchase such Shares shall be provided to the Company for a period of thirty (30) days following receipt by the Company of written notice of the transfer.

Exception for Certain Family Transfers. Notwithstanding anything to the contrary contained elsewhere in this Section 4, the transfer of any or all of the Shares during the Holder's lifetime (except in connection with a divorce, dissolution, legal separation or annulment) or on the Holder's death by will or intestacy to (i) the Holder's spouse; (ii) the Holder's lineal descendants or antecedents, siblings, aunts, uncles, nieces and nephews (including adoptive relationships and step relationships), and their spouses; and (iii) a trust or other similar estate planning vehicle for the benefit of the Holder or any such person, shall be exempt from the

provisions of this Section 4; provided that, in each such case, the transferee agrees in writing to receive and hold the Shares so transferred subject to all of the provisions of this Agreement, including but not limited to this Section 4, and there shall be no further transfer of such Shares except in accordance with the terms of this Section 4; and provided further, that without the prior written consent of the Company, which may be withheld in the sole discretion of the Company, no more than three (3) transfers may be made pursuant to this Section 4, including all transfers by the Holder and all transfers by any transferee.

Termination of Right of First Refusal. The rights contained in this Section 4 shall terminate as to all Shares purchased hereunder upon the earlier of: (i) the closing date of the first sale of Common Stock of the Company to the general public pursuant to a registration statement filed with and declared effective by the Securities and Exchange Commission under the Securities Act, and (ii) the closing date of a Change of Control pursuant to which the holders of the outstanding voting securities of the Company receive securities of a class registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

For the purposes of this Section 4, a "Change of Control" means either:

(1) the acquisition of the Company by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation or stock transfer, but excluding any such transaction effected primarily for the purpose of changing the domicile of the Company), unless the Company's stockholders of record immediately prior to such transaction or series of related transactions hold, immediately after such transaction or series of related transactions, at least fifty percent (50%) of the voting power of the surviving or acquiring entity (provided that the sale by the Company of its securities for the purposes of raising additional funds shall not constitute a Change of Control hereunder); or

(2) a sale of all or substantially all of the assets of the Company.

Tax Consequences. The Purchaser has reviewed with the Purchaser's own tax advisors the federal, state, local and foreign tax consequences of this investment and the transactions contemplated by this Agreement. The Purchaser is relying solely on such advisors and not on any statements or representations of the Company or any of its agents. The Purchaser understands that the Purchaser (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.

General Provisions.

Choice of Law. This Agreement shall be governed by the internal substantive laws, but not the choice of law rules, of the State of Delaware.

Integration. This Agreement, including all exhibits hereto, represents the entire agreement between the parties with respect to the purchase of the Shares by the Purchaser and supersedes and replaces any and all prior written or oral agreements regarding the subject matter of this Agreement including, but not limited to, any representations made during any interviews, relocation discussions or negotiations whether written or oral.

Notices. Any notice, demand, offer, request or other communication required or permitted to be given by either the Company or the Purchaser pursuant to the terms of this Agreement shall be in writing and shall be deemed effectively given the earlier of (i) when received, (ii) when delivered personally, (iii) one business day after being delivered by facsimile (with receipt of appropriate confirmation), (iv) one business day after being deposited with an overnight courier service or (v) four days after being deposited in the U.S. mail, First Class with postage prepaid and return receipt requested, and addressed to the parties at the addresses provided to the Company (which the Company agrees to disclose to the other parties upon request) or such other address as a party may request by notifying the other in writing, and, if to the Company, with a copy to Mark Fitzgerald, Esq., Wilson Sonsini Goodrich & Rosati, Professional Corporation, 1700 K Street, Fifth Floor, Washington, DC, 20006, which copy shall not constitute notice.

Successors. Any successor to the Company (whether direct or indirect and whether by purchase, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company's business and/or assets shall assume the obligations under this Agreement and agree expressly to perform the obligations under this Agreement in the same manner and to the same extent as the Company would be required to perform such obligations in the absence of a succession. For all purposes under this Agreement, the term "Company" shall include any successor to the Company's business and/or assets which executes and delivers the assumption agreement described in this Section 6 or which becomes bound by the terms of this Agreement by operation of law. Subject to the restrictions on transfer set forth in this Agreement, this Agreement shall be binding upon the Purchaser and his or her heirs, executors, administrators, successors and assigns.

Assignment; Transfers. Except as set forth in this Agreement, this Agreement, and any and all rights, duties and obligations hereunder, shall not be assigned, transferred, delegated or sublicensed by the Purchaser without the prior written consent of the Company. Any attempt by the Purchaser without such consent to assign, transfer, delegate or sublicense any rights, duties or

obligations that arise under this Agreement shall be void. Except as set forth in this Agreement, any transfers in violation of any restriction upon transfer contained in any section of this Agreement shall be void, unless such restriction is waived in accordance with the terms of this Agreement.

Waiver. Either party's failure to enforce any provision of this Agreement shall not in any way be construed as a waiver of any such provision, nor prevent that party from thereafter enforcing any other provision of this Agreement. The rights granted both parties hereunder are cumulative and shall not constitute a waiver of either party's right to assert any other legal remedy available to it.

Purchaser Investment Representations and Further Documents. The Purchaser agrees upon request to execute any further documents or instruments necessary or reasonably desirable in the view of the Company to carry out the purposes or intent of this Agreement, including (but not limited to) the applicable exhibit to this Agreement.

Severability. Should any provision of this Agreement be found to be illegal or unenforceable, the other provisions shall nevertheless remain effective and shall remain enforceable to the greatest extent permitted by law.

Rights as Stockholder. Subject to the terms and conditions of this Agreement, the Purchaser shall have all of the rights of a stockholder of the Company with respect to the Shares from and after the date that the Purchaser delivers a fully executed copy of this Agreement (including the applicable exhibit to this Agreement) and full payment for the Shares to the Company, and until such time as the Purchaser disposes of the Shares in accordance with this Agreement. Upon such transfer, the Purchaser shall have no further rights as a holder of the Shares so purchased except (in the case of a transfer to the Company) the right to receive payment for the Shares so purchased in accordance with the provisions of this Agreement, and the Purchaser shall forthwith cause the certificate(s) evidencing the Shares so purchased to be surrendered to the Company for transfer or cancellation.

Adjustment for Stock Split. All references to the number of Shares and the purchase price of the Shares in this Agreement shall be adjusted to reflect any stock split, stock dividend or other change in the Shares which may be made after the date of this Agreement.

Reliance on Counsel and Advisors. The Purchaser acknowledges that Wilson Sonsini Goodrich & Rosati, Professional Corporation, is representing only the Company in this transaction. The Purchaser acknowledges that he or she has had the opportunity to review this Agreement, including all attachments hereto, and the transactions contemplated by this Agreement with his or her own legal counsel, tax advisors and other advisors. The Purchaser is relying solely on his or her own counsel and advisors and not on any statements or representations of the Company or its agents for legal or other advice with respect to this investment or the transactions contemplated by this Agreement.

Counterparts. This Agreement may be executed in one or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same agreement. Facsimile copies of signed signature pages shall be binding originals.

(Signature Page Follows)The parties represent that they have read this Agreement in its entirety, have had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understand this Agreement. The Purchaser agrees to notify the Company of any change in his or her address below.

[INSERT NAME OF PURCHASER] DEK BIOTECH, INC.

Signature Name: John Roberts

Title: President and CEO

Print Name

Address:

INVESTMENT REPRESENTATION STATEMENT

PURCHASER : Name of Purchaser: _____
COMPANY : DEK Biotech, Inc.

SECURITY : Common Stock

AMOUNT : _____ Shares

DATE : _____, 2012

In connection with the purchase of the above-listed shares, I, the undersigned purchaser, represent to the Company as follows:

The Company may rely on these representations. I understand that the Company's sale of the shares to me has not been registered under the Securities Act of 1933, as amended (the "Securities Act"), because the Company believes, relying in part on my representations in this document, that an exemption from such registration requirement is available for such sale. I understand that the availability of this exemption depends upon the representations I am making to the Company in this document being true and correct.

Accredited Investor. I am an accredited investor within the meaning of Regulation D under the Securities Act.

I am purchasing for investment. I am purchasing the shares solely for investment purposes, and not for further distribution. My entire legal and beneficial ownership interest in the shares is being purchased and shall be held solely for my account, except to the extent I intend to hold the shares jointly with my spouse. I am not a party to, and do not presently intend to enter into, any contract or other arrangement with any other person or entity involving the resale, transfer, grant of participation with respect to or other distribution of any of the shares. My investment intent is not limited to my present intention to hold the shares for the minimum capital gains period specified under any applicable tax law, for a deferred sale, for a specified increase or decrease in the market price of the shares, or for any other fixed period in the future.

I can protect my own interests. I can properly evaluate the merits and risks of an investment in the shares and can protect my own interests in this regard, whether by reason of my own business and financial expertise, the business and financial expertise of certain professional advisors unaffiliated with the Company with whom I have consulted, or my preexisting business or personal relationship with the Company or any of its officers, directors or controlling persons.

I am informed about the Company. I am sufficiently aware of the Company's business affairs and financial condition to reach an informed and knowledgeable decision to acquire the shares. I have had opportunity to discuss the plans, operations and financial condition of the Company with its officers, directors or controlling persons, and have received all information I deem appropriate for assessing the risk of an investment in the shares. I am making my investment in the shares based on my independent investigation of the Company and not solely in reliance on any information in this offering memorandum.

I recognize my economic risk. I realize that the purchase of the shares involves a high degree of risk, and that the Company's future prospects are uncertain. I am able to hold the shares indefinitely if required, and am able to bear the loss of my entire investment in the shares.

I know that the shares are restricted securities. I understand that the shares are "restricted securities" in that the Company's sale of the shares to me has not been registered under the Securities Act in reliance upon an exemption for non-public offerings. In this regard, I also understand and agree that:

I must hold the shares indefinitely, unless any subsequent proposed resale by me is registered under the Securities Act, or unless an exemption from registration is otherwise available (such as Rule 144); the Company is under no obligation to register any subsequent proposed resale of the shares by me; and the certificate evidencing the shares will be imprinted with a legend which prohibits the transfer of the shares unless such transfer is registered or such registration is not required in the opinion of counsel for the Company.

I am familiar with Rule 144. I am familiar with Rule 144 adopted under the Securities Act, which in some circumstances permits limited public resales of "restricted securities" like the shares acquired from an issuer in a non-public offering. I understand that my ability to sell the shares under Rule 144 in the future is uncertain, and may depend upon, among other things: (i) the availability of certain current public information about the Company; (ii) the resale occurring more than a specified period after my purchase and full payment (within the meaning of Rule 144) for the shares; and (iii) if I am an affiliate of the Company (A) the sale being made in an

unsolicited “broker’s transaction”, transactions directly with a market maker or riskless principal transactions, as those terms are defined under the Securities Exchange Act of 1934, as amended, (B) the amount of shares being sold during any three-month period not exceeding the specified limitations stated in Rule 144, and (C) timely filing of a notice of proposed sale on Form 144, if applicable.

I know that Rule 144 may never be available. I understand that the requirements of Rule 144 may never be met, and that the shares may never be saleable under the rule. I further understand that at the time I wish to sell the shares, there may be no public market for the Company’s stock upon which to make such a sale, or the current public information requirements of Rule 144 may not be satisfied, either of which may preclude me from selling the shares under Rule 144 even if the relevant holding period had been satisfied.

I know that I am subject to further restrictions on resale. I understand that in the event Rule 144 is not available to me, any future proposed sale of any of the shares by me will not be possible without prior registration under the Securities Act, compliance with some other registration exemption (which may or may not be available), or each of the following: (i) my written notice to the Company containing detailed information regarding the proposed sale, (ii) my providing an opinion of my counsel to the effect that such sale will not require registration, and (iii) the Company notifying me in writing that its counsel concurs in such opinion. I understand that neither the Company nor its counsel is obligated to provide me with any such opinion. I understand that although Rule 144 is not exclusive, the Staff of the SEC has stated that persons proposing to sell private placement securities other than in a registered offering or pursuant to Rule 144 will have a substantial burden of proof in establishing that an exemption from registration is available for such offers or sales, and that such persons and their respective brokers who participate in such transactions do so at their own risk.

I know that I may have tax liability due to the uncertain value of the shares. I understand that the board of directors believes its valuation of the shares represents a fair appraisal of their worth, but that it remains possible that, with the benefit of hindsight, the Internal Revenue Service may successfully assert that the value of the shares on the date of my purchase is substantially greater than the Board’s appraisal. I understand that any additional value ascribed to the shares by such an IRS determination will constitute ordinary income to me as of the purchase date, and that any additional taxes and interest due as a result will be my sole responsibility payable only by me, and that the Company need not and will not reimburse me for that tax liability.

Residence. The address of my principal residence is set forth on the signature page below.

By signing below, I acknowledge my agreement with each of the statements contained in this Investment Representation Statement as of the date first set forth above, and my intent for the Company to rely on such statements in issuing the shares to me.

Purchaser’s Signature

Print Name

Address of Purchaser’s principal residence:

INVESTOR SUITABILITY QUESTIONNAIRE

This questionnaire is used to determine whether you are an "accredited investor" within the meaning of Regulation D, Rule 501(a), promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended, and if not, whether you are represented by a "purchaser representative" within the meaning of Rule 501(h) of Regulation D . DEK Biotech, Inc. will keep all information you provide in response to this questionnaire strictly confidential.

I, the undersigned, represent to DEK Biotech, Inc. (the "Company") as follows in the statements selected below. I also agree to furnish any additional information that the Company deems necessary to verify the information provided below.

Please Check All Boxes That Apply

Category I	☐	The undersigned is an individual (not a partnership, corporation, etc.) whose individual net worth, or joint net worth with his or her spouse, presently exceeds $1,000,000. Explanation. In calculating net worth, you may include equity in personal property and real estate (but not including your principal residence), cash, short-term investments, stock and securities. Equity in personal property and real estate should be based on the fair market value of such property less debt secured by such property.
Category II	☐	The undersigned is an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership that was not formed for the specific purpose of acquiring securities of the Company and that has total assets in excess of $5,000,000.
Category III (a)	☐	The undersigned is an individual (not a partnership, corporation, etc.) who reasonably expects an individual income in excess of $200,000 in the current year and had an individual income in excess of $200,000 in each of the last two years (including foreign income, tax exempt income and the full amount of capital gains and losses but excluding any income of the undersigned's spouse or other family members and any unrealized capital appreciation); Or
Category III (b)	☐	The undersigned is an individual (not a partnership, corporation, etc.) who, together with his or her spouse, reasonably expects joint income in excess of $300,000 for the current year and had joint income in excess of $300,000 in each of the last two years (including foreign income, tax exempt income and the full amount of realized capital gains and losses).
Category IV	☐	The undersigned is a director or executive officer of the Company.
Category V	☐	The undersigned is a bank, savings and loan association or credit union, insurance company, registered investment company, registered business development company, licensed small business investment company, an employee benefit plan maintained by a state whose total assets exceed $5,000,000, or employee benefit plan within the meaning of Title 1 of ERISA whose plan fiduciary is either a bank, insurance company or registered investment advisor or whose total assets exceed $5,000,000. Describe entity:
Category VI	☐	The undersigned is a private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940.