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Public Offering Consulting

Table of Contents

Who We Are	3
Take Your Company Public	4
Why Go Public	5
How Princeton Corporate Solutions Can Help	7
Public Offering Services Offered By Princeton Corporate Solutions	9
Securities Registration	12
Frequently Asked Questions	12



Who We Are

Princeton Corporate Solutions is a company founded by global Investor Relations Experts, Publicity Agents, Securities Professionals, and Corporate Consulting Experts who stand united under a strong conviction that a premium grade service doesn't necessarily have to have a premium price tag. Our mission is to simply provide our clients with the most comprehensive and effective service packages at a level of pricing that takes into account their financial position. To fulfill this mission we seek to provide our clients with the necessary information and services that can be utilized to prepare them for the Public Offering process and the challenges that it presents, furthermore we seek to provide our clients with the necessary tools to excel within the market after the Public Offering is completed. We understand that by helping to sculpt burgeoning companies today we inherently increase our own value and marketability into the future. We put our extensive contact base and proprietary mass publicity marketing techniques to work for our clients to deliver powerful and long lasting, tangible results that can be seen through increased market share, massive publicity exposure, higher value Public Offerings, and the perpetual improvements of sales conversion rates. Because of our rapid expansion techniques, turnkey public offering packages, strategic alliance facilitation and publicity services we have the ability and track record to lift a company from where they are and take them to where they aspire to be quickly and efficiently.

We pride ourselves in our upfront and honest communication with potential clients by only taking on projects that fit our unique area of expertise, enabling us to deliver ongoing and tangible results. Our expertise lies in our ability to not only prepare companies for the Public Offering process but also in company building, and if we strive to work with a client it is only because we believe we can transition that company into a greater force within their market in a relatively short period of time. We have created packages that are geared towards providing for their immediate needs based on the stage and goals of the company. In addition our expert personnel stringently review all of our clients from an operational, financial, strategic, and process standpoint to determine the current level of efficiency the company is operating at and from there we seek to determine what improvements can be made to not only improve the efficiency of the company but also correct problems that could hamper the company's ability to grow and sustain for a long period of time.

If your company has publicity marketing or corporate consulting needs and would like an honest and free consultation review, feel free to contact **Princeton Corporate Solutions** today! We are here to assist you in any way we can.



Take Your Company Public

While operational competency, market acceptance, and long-term viability You want to take your small business public, but you are unsure of where to go and how to make it happen. More investment bankers than you can remember have told you "NO" and you are hesitant to play the public shell game. What other alternatives are there for a small business to "go public"? **"Princeton's TURNKEY PROGRAM"** is the answer.

Developed especially for the small business, this "turnkey program" is the ultimate "go public" option for today's small businesses. The program completely eliminates the finicky investment banker while removing the sky-high costs and hidden liabilities typically associated with public shells. And most importantly it leaves you in complete control of your company and provides you the ability to maintain control of your financing.



The Princeton team of professionals starts with a top-to-bottom review and analysis of your business and its objectives, both short-term and long-term. With this knowledge they then prepare and file all of the necessary corporate documents (reincorporation if necessary) and securities registration statements required.

The result of Princeton's diligence: your company is given a clean bill of health and left with its own stock symbol on the OTC Bulletin Board. Other than "going public", the biggest benefit of Princeton's turnkey program is there are no hidden costs and no surprises before (or after) all final agreements are signed.

In short, Princeton's turnkey program gets you trading faster than most investment banks, saves you hundreds of thousands of dollars over the typical public shell transaction, and keeps you in control of your business, making it the ultimate "go public" option for today's small businesses.

Why Go Public

Most clients tend to wonder if their interests are best served by going public; and in fact a Public Offering is a decision that private companies should analyze very carefully. While Public Offerings can be extremely useful for private businesses seeking to grow quickly, they also come equipped with issues such as Public Disclosure, higher fees, limited shareholder control, and stringent reporting requirements. Companies that are interested in undergoing a public offering should seek out the proper advice to determine if they are a viable candidate for a Public Offering and how it would effect the future direction of that particular company. Clients of Princeton Corporate Solutions will receive this direction and will then be able to make an informed decision.

Companies are initially interested in undergoing a public offering for many reasons which include:

1. **Access to Capital** – The primary reason that companies seek to go public is to ease the fundraising process. The fact is that public companies are provided instant credibility within investment markets and are more attractive investments for many private and institutional investors.
2. **Mergers and Acquisitions** – Because the value of public stock is seen as a more risk adverse transactions, public companies generally are able to ease the M&A process due to their ability to liquidate public shares.
3. **Higher Valuations** – Simply stated; Due to their perceived credibility, Public Companies are valued higher than private ones.
4. **Less Dilution** – Due to a stronger and more diverse market for shares there is a lower risk of dilution once the Initial Public Offering (IPO) occurs.
5. **Liquidity** – By going public a company can immediately liquidate a portion of privately-owned shares at a premium price point, which can immediately create and sustain wealth for employees, managers, and owners.
6. **Prestige** – Public companies, and the instant credibility that comes from being public companies, are generally more prestigious and have a public relations advantage when compared to their private contemporaries.



While there are numerous benefits to being a publicly traded company there are also some disadvantages such as:

1. **Public Reporting** – Being public requires certain reporting to the government and to shareholders. This requires time and expense, for example, audited financial statements.
2. **Confidentiality** – Being a public company requires full disclosure; management can no longer keep the actions and progress of the company confidential.
3. **Liability** – Management has certain additional liability required by law to the shareholders and to the public. Being public allows additional visibility, which automatically increases the level of liability.
4. **Maintaining stock value** – Being a public company requires a certain amount of public relations, both to the public and to the financial community, to keep the stock trading at a level, which reflects the value of the company. This requires both time and money.

There are several different options available to companies desiring to go public. Each has its own advantages, disadvantages, state and federal requirements, time constraints, and costs. Careful consideration should be given as to the method used to achieve a public company, and the advice of professionals should be sought. As a high-end service provider Princeton Corporate Solutions seeks to provide you all of the information that it can to insure that our clients make informed decisions and, if they do decide to pursue a public offering, that they do so in a manner that is best for the company now and into the future.



How Princeton Corporate Solutions Can Help

The public markets aren't just for big companies. In fact, the public markets can offer an excellent environment for small businesses to grow and improve their sustainability through additional avenues of capital access, improved access to corporate alliances, and improved prestige that could drastically improve growth and development prospects. At Princeton Corporate Solutions we are fixated on providing small companies the resources and the expertise necessary to navigate the Public Offering process while also preparing them for "Life as a Public Company".

We are dedicated to providing small businesses with:

❖ Education

Our first objective is to educate business owners about the process of going public and numerous benefits offered by the public markets.

❖ Registration

If your company is a good fit for the public markets, our second goal is to help you register your securities at the state or federal level. Contrary to popular wisdom, it's possible to begin trading on the public markets without mountains of red tape. We can guide you through the process, helping you keep costs down. Our network of world-class professionals truly cares about small business, and when you allow them to consult on and produce your paperwork, you'll save hundreds of thousands of dollars in the process of joining the public markets.

❖ Fundraising

Through our network of investors we seek to provide small businesses access to the investors that will be necessary to both fund a public offering and proceed through a public offering. We can also provide our clients with the consulting services necessary to make sure that when the funds are raised that they are invested properly.

Education

Registration

Fundraising

Publicity

Compliance



❖ Publicity

Through our Publicity and Public Relations services we seek to provide our clients with access to some of the most resourceful publicity experts in the industry to make sure that the market awareness necessary for a successful Public Offering is in place during and after the Offering process.

❖ Compliance

Finally, through our Professional Associates we work with small public companies to help them maintain compliance with SEC regulations in order to remain listed as a public company.



Public Offering Services offered by Princeton Corporate Solutions

Princeton Corporate Solutions' Legal Services Division is proud to offer the following solutions for your Company:

❖ Corporate/Securities

The firm's corporate/securities practice is focused on representing entrepreneurs and companies in emerging growth industries. Our practice supports the changing needs of our clients, with expertise in corporate and securities law, mergers and acquisitions, business organization, and debt or equity financing.

❖ Public Offerings

We have assisted numerous clients in the structuring and preparation of public offerings, including traditional IPOs, reverse merger transactions, and a variety of other hybrid offerings. In connection with these public offerings we offer the following services:

- **Internal Corporate Organization** - As the public offering approaches, we help companies begin to focus on technical issues such as auditing the corporate records to ensure compliance with all applicable laws (corporate, securities, regulation industry and the like). We also counsel companies in simplifying their capital and corporate structure so investors see the potential benefits of an investment in the company's stock. We aid companies in adopting and implementing stock option plans in order to allow employees to benefit from any increased value in the company's stock.
- **Preparation of Offering Documents** - We have assisted numerous clients with public reporting through the preparation and filing of a variety of registration statements with the SEC.
- **Outsourced Consulting Services** - Over the years, we have developed a network of professionals whose services we are able to recommend to our clients, including auditors, market makers, and printers, to name a few.



❖ SEC Filings

We regularly assist our public clients in meeting their ongoing filing requirements with the SEC, including the filing of:

- Annual reports
- Quarterly reports
- Reports on Form 8-K
- Proxy filings and Information Statement filings
- Section 16 filings (these are the required filings that must be made by all officers, directors, and greater than 5% shareholders).

❖ Private Offerings

We have assisted numerous established as well as start-up corporations in raising capital. In connection with these private offerings we offer the following services:

- Preparation of offering documents - We regularly prepare all the required offering documents required for private offerings.
- Federal and state filings - We aid our clients in navigating and complying with all federal and state "Blue Sky" securities laws, including preparing all required filings.
- Introduction to various potential accredited financing sources.

**Corporate/
Securities**

**Public
Offerings**

SEC Filings

**Private
Offerings**

❖ Mergers and Acquisitions

Our firm has significant experience in business combinations, and can assist you in a transaction from start to finish, including:

- An analysis of which combination best suits your needs.
- Letters of intent.
- Confidentiality agreements.
- Due diligence investigations.
- Preparation and negotiation of Acquisition and Disposition Agreements.

❖ Contracts and Agreements

- Employment Agreements
- Confidentiality Agreements
- Warrant Agreements
- Lockup Agreements
- Voting Agreements
- License Agreements
- Settlement Agreements

❖ Corporate

- Incorporations
- Bylaws
- Minutes

❖ SEC Investigations and Enforcement

Representing issuers and individuals in their document production and testimony to the SEC.

**Mergers &
Acquisitions**

**Contracts &
Agreements**

Corporate

**SEC Investigations
& Enforcement**



Securities Registration

The basic **registration form is Form S-1**. It requires companies to disclose, among other things:

- A description of the company's business;
- Its properties;
- Material transactions between the company and its officers and directors;
- Competition;
- Identification of officers and directors and their remuneration;
- Certain pending legal proceedings;
- The plan for distributing the securities; and
- The intended use of the proceeds.

The S-1 is not prepared as a fill-in-the-blank form like a tax return but is similar to a brochure, with information provided in a narrative format. There are also detailed requirements concerning financial statements, including the requirement that such statements be audited by an independent certified public accountant (PCAOB qualified).

In addition to the information expressly required by the form, the company must also provide any other information necessary to make the statements complete and not misleading.

Frequently Asked Questions

How long does a company have to be in operations, and how much revenue must it earn to go public?

If the company is earning revenue, or if it is not earning revenue, the company needs only to show that it is a real business with one or more employees working fulltime in the business. The company needs only to be in business for a short time, as little as one month. The company also needs to be incorporated, have a bank account and have auditable financial records.

How many shareholders must the company have to go public?

The company has or can obtain no less than 40 shareholders in order to be "public". If a company is unable to secure 40 shareholders on their own, we may be able to help to obtain the minimum number.

How many shares must be sold to non-insider shareholders (and for how much) for a company to go public?

The non-insider shareholders (excluding management) must have purchased a minimum of 400,000 shares of the company's stock that can be registered with the SEC as the "float" when the company is listed and publicly trading, e.g. 40 shareholders pay \$2,000 each and buy shares at 20 cents so they get 10,000 shares each. Those 10,000 shares x 40 shareholders equals 400,000 total shares or \$80,000 which in most cases will cover the entire cost of going public.

Do we need to hire an outside auditor to go public?

In order to be eligible to go public the company needs to hire an auditor and obtain an SEC qualified audit.

How long is the Public Offering process?

From the time the audit is complete and the registration statement is filed by PRINCETON'S, the fastest the company can become public with a stock symbol is 60 days. Sometimes it can take up to six months if the SEC has a lot of questions about the history of the company or other items contained in the registration statement or audit. Once the company is cleared by the SEC (referred to as "going effective") it needs to be approved by NASD (now called FINRA). That process takes about 30 days and the company needs to be sponsored by a Broker-Dealer, whom we will assist you with.



How soon can a company begin raising funds after the Public Offering?

Once a company has its stock ticker symbol it can proceed to arrange various different funding programs that are not available to private companies which we and our resources will help to arrange. PIPE funding (Private Investment in Public Equity) would be one of the sources for funding, which may include a line of credit as much as \$10 million to help a new public company get started.

Will you be successful in taking us public?

If we accept you as a client, the short answer is, YES! As long as the control persons of your company don't have issues that you have not disclosed to us, and as long as you are cooperating with us during the process, you will become publicly traded.

I know you don't get involved with Shells but what would it cost to buy an existing OTCBB "shell"?

Fair market value these days is in the \$600,000 range and about 10-15% of your company.

Will you raise money for me when you take us public?

No, we take companies public by self-filings. No money is raised as an actual part of this process. That said, we do have many real broker-dealers that will raise money, so long as your company meets certain criteria. And yes, they have successfully found funding for our clients.



Is there a possibility that there will be any extra costs involved?

No, except for your financial audit, our fee will include all services to get your company listed publicly on the OTC Bulletin Board with a stock quote. There are other costs associated with being a fully reporting company, however, such as audits, SEC filings, etc.

Who pays for the company's audited financials, if needed?

You pay for your own audit. We will recommend a very reasonable and experienced auditor if you need one.

How much does the financial audit cost?

An audit can cost anywhere from \$4,000 for a startup company with limited operations to \$25,000 or more for an extremely complicated company audit.

Do you have an accounting firm you can refer us to for our financial audit?

Yes, we have PCAOB registered accountants who we refer to and, because of the volume of business we send them, give considerable discounts to our clients. Our recommended auditor can give you an estimate of cost after an initial free consultation.

What is the difference between the Pink Sheets and the OTC Bulletin Board (OTCBB)?

The Pink Sheets and the OTC Bulletin Board are competing quotation services for OTC securities. The Pink Sheets is a privately owned company, while NASDAQ operates the OTCBB. Unlike the OTCBB, issuers do not have to be fully reporting companies with the Securities and Exchange Commission (SEC) to be quoted on the Pink Sheets. It is widely accepted as fact that the OTCBB is a better and more established trading market than the Pink Sheets. Thus, we only take our clients public on the OTCBB, except in special circumstances.

Is Princeton Corporate Solutions a Broker Dealer or Securities Lawyers?

No, Princeton Corporate Solutions is not a Licensed Broker Dealer or a Securities Law Firm and we make no financial claims. Our firm uses attorneys and licensed broker dealers for the issues which call for their participation and these services, though included in our turn-key package, are indeed outsourced.

Advantages of Using Princeton Corporate Solutions

Princeton Corporate Solutions executes value added services that provides short term and sustainable long term benefits for its clients.

- ❖ In-depth knowledge and exposure of what's required to go public, acquire funding, or correctly brand a company
- ❖ Vast array of contacts and networking abilities
- ❖ Comprehensive solutions that simplify complicated processes
- ❖ Wide global reach
- ❖ Keen eye for detail avoiding costly mistakes
- ❖ Large spectrum of investment opportunities
- ❖ Transparent and open communication
- ❖ Flat rate package pricing with no hidden fees
- ❖ Undeniable and proven record of success



Contact Princeton Corporate Solutions:

If your Company is interested in the Public Relations Packages provided by Princeton Corporate Solutions, please don't hesitate to contact us.

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