

RAND CAPITAL CORP  
Form 10-Q  
November 02, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q**

**x** **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2016**

**..** **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 814-00235**

**Rand Capital Corporation**

**(Exact Name of Registrant as specified in its Charter)**

<b>New York</b> <b>(State or Other Jurisdiction of</b>	<b>16-0961359</b> <b>(IRS Employer</b>
<b>Incorporation or Organization)</b>	<b>Identification No.)</b>
<b>2200 Rand Building, Buffalo, NY</b> <b>(Address of Principal executive offices)</b>	<b>14203</b> <b>(Zip Code)</b>
<b>(716) 853-0802</b>	

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of November 2, 2016, there were 6,321,988 shares of the registrant's common stock outstanding.

**RAND CAPITAL CORPORATION**

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**PART I. FINANCIAL INFORMATION**
**Item 1. Financial Statements and Supplementary Data**

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**As of September 30, 2016 and December 31, 2015**

	September 30, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
Investments at fair value:		
Control investments (cost of \$99,500 and \$1,141,472, respectively)	\$ 99,500	\$ 13,916,472
Affiliate investments (cost of \$18,239,623 and \$17,663,217, respectively)	13,688,814	14,662,219
Non-Control/Non-Affiliate investments (cost of \$13,936,867 and \$8,606,053, respectively)	13,789,967	8,253,709
Total investments, at fair value (cost of \$32,275,990 and \$27,410,742, respectively)	27,578,281	36,832,400
Cash	11,708,164	5,844,795
Interest receivable (net of allowance: \$122,000 at 9/30/16 and 12/31/15)	312,523	215,224
Deferred tax asset	1,087,252	
Prepaid income taxes		65,228
Other assets	2,607,195	1,604,413
<b>Total assets</b>	<b>\$ 43,293,415</b>	<b>\$ 44,562,060</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY (NET ASSETS)</b>		
<b>Liabilities:</b>		
Debentures guaranteed by the SBA (net of debt issuance costs)	\$ 7,820,923	\$ 7,800,373
Income tax payable	826,983	
Deferred tax liability		2,361,186
Profit sharing and bonus payable	1,593,659	282,000
Accounts payable and accrued expenses	153,233	238,911
Deferred revenue	53,483	25,930
Total liabilities	10,448,281	10,708,400
Commitments and contingencies (See Note 5)		
<b>Stockholders equity (net assets):</b>		
Common stock, \$.10 par; shares authorized 10,000,000; shares issued 6,863,034; shares outstanding of 6,321,988 as of 9/30/16 and 6,328,538 as of 12/31/15	686,304	686,304
Capital in excess of par value	10,581,789	10,581,789
Accumulated net investment loss	(1,375,832)	(24,580)
Undistributed net realized gain on investments	27,515,011	18,262,401
Net unrealized (depreciation) appreciation on investments	(3,093,033)	5,795,237

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Treasury stock, at cost; 541,046 shares as of 9/30/16 and 534,496 as of 12/31/15	(1,469,105)	(1,447,491)
Total stockholders' equity (net assets) (per share 9/30/16: \$5.20, 12/31/15: \$5.35)	32,845,134	33,853,660
<b>Total liabilities and stockholders' equity</b>	<b>\$ 43,293,415</b>	<b>\$ 44,562,060</b>

See accompanying notes

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**RAND CAPITAL CORPORATION AND SUBSIDIARY**
**CONSOLIDATED STATEMENTS OF OPERATIONS****For the Three Months and the Nine Months Ended September 30, 2016 and 2015****(Unaudited)**

	<b>Three months ended September 30, 2016</b>	<b>Three months ended September 30, 2015</b>	<b>Nine months ended September 30, 2016</b>	<b>Nine months ended September 30, 2015</b>
<b>Investment income:</b>				
Interest from portfolio companies:				
Control investments	\$	\$ 18,336	\$ 11,828	\$ 60,756
Affiliate investments	<b>113,643</b>	100,678	273,218	312,329
Non-Control/Non-Affiliate investments	<b>110,395</b>	61,312	240,027	176,534
Total interest from portfolio companies	<b>224,038</b>	180,326	525,073	549,619
Interest from other investments:				
Non-Control/Non-Affiliate investments	<b>11,974</b>	3,529	33,683	18,719
Total interest from other investments	<b>11,974</b>	3,529	33,683	18,719
Dividend and other investment income:				
Control investments		460,947		1,364,306
Affiliate investments	<b>69,010</b>	65,810	149,807	124,239
Non-Control/Non-Affiliate investments	<b>3,011</b>		3,011	
Total dividend and other investment income	<b>72,021</b>	526,757	152,818	1,488,545
Fee income:				
Control investments		2,000	2,000	6,000
Affiliate investments	<b>2,083</b>	1,417	3,945	3,250
Non-Control/Non-Affiliate investments	<b>5,770</b>	4,250	13,004	12,417
Total fee income	<b>7,853</b>	7,667	18,949	21,667
<b>Total investment income</b>	<b>315,886</b>	718,279	730,523	2,078,550
<b>Operating expenses:</b>				
Salaries	<b>155,437</b>	149,555	466,312	448,665
Bonus and profit sharing			1,411,659	
Employee benefits	<b>38,730</b>	27,745	164,952	87,546
Directors fees	<b>47,380</b>	37,950	142,135	89,000
Professional fees	<b>86,938</b>	33,702	237,986	127,204
Stockholders and office operating	<b>50,846</b>	41,716	174,882	156,830
Insurance	<b>8,358</b>	8,400	25,876	25,954
Corporate development	<b>17,794</b>	16,982	49,319	48,363

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Other operating	3,495	3,099	9,470	8,973
	<b>408,978</b>	319,149	2,682,591	992,535
Interest on SBA obligations	<b>77,570</b>	77,569	232,709	229,460
<b>Total operating expenses</b>	<b>486,548</b>	396,718	2,915,300	1,221,995
<b>Net investment (loss) income before income taxes</b>	<b>(170,662)</b>	321,561	(2,184,777)	856,555
Income tax (benefit) expense	<b>(55,934)</b>	88,298	(833,525)	262,285
<b>Net investment (loss) income</b>	<b>(114,728)</b>	233,263	(1,351,252)	594,270
<b>Net realized gain on investments:</b>				
Control investments	<b>1,412,500</b>		14,588,813	
Non-Control/Non-Affiliate investments			168,140	262,925
Net realized gain before income taxes	<b>1,412,500</b>		14,756,953	262,925
Income tax expense	<b>526,862</b>		5,504,343	89,742
Net realized gain on investments	<b>885,638</b>		9,252,610	173,183
<b>Net change in unrealized depreciation or appreciation on investments:</b>				
Control investments	<b>(1,412,500)</b>		(12,775,000)	
Affiliate investments	<b>(666,011)</b>	(250,000)	(1,413,811)	(443,436)
Non-Control/Non-Affiliate investments		321,300	69,444	193,572
Change in unrealized depreciation or appreciation before income taxes	<b>(2,078,511)</b>	71,300	(14,119,367)	(249,864)
Deferred income tax (benefit) expense	<b>(736,301)</b>	18,066	(5,231,097)	(91,552)
Net (decrease) increase in unrealized depreciation or appreciation on investments	<b>(1,342,210)</b>	53,234	(8,888,270)	(158,312)
<b>Net realized and unrealized (loss) gain on investments</b>	<b>(456,572)</b>	53,234	364,340	14,871
<b>Net (decrease) increase in net assets from operations</b>	<b>(\$ 571,300)</b>	\$ 286,497	(\$ 986,912)	\$ 609,141
<b>Weighted average shares outstanding</b>	<b>6,325,299</b>	6,328,538	6,327,074	6,328,538
<b>Basic and diluted net (decrease) increase in net assets from operations, per share</b>	<b>(\$ 0.09)</b>	\$ 0.05	(\$ 0.16)	\$ 0.10

See accompanying notes

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**RAND CAPITAL CORPORATION AND SUBSIDIARY**
**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS****For the Three Months and the Nine Months Ended September 30, 2016 and 2015****(Unaudited)**

	<b>Three months ended September 30, 2016</b>	<b>Three months ended September 30, 2015</b>	<b>Nine months ended September 30, 2016</b>	<b>Nine months ended September 30, 2015</b>
<b>Net assets at beginning of period</b>	<b>\$ 33,438,048</b>	<b>\$ 32,676,085</b>	<b>\$ 33,853,660</b>	<b>\$ 32,353,441</b>
Net investment (loss) income	<b>(114,728)</b>	233,263	(1,351,252)	594,270
Net realized gain on investments	<b>885,638</b>		9,252,610	173,183
Net (decrease) increase in unrealized depreciation or appreciation on investments	<b>(1,342,210)</b>	53,234	(8,888,270)	(158,312)
Net (decrease) increase in net assets from operations	<b>(571,300)</b>	286,497	(986,912)	609,141
Purchase of treasury stock	<b>(21,614)</b>		(21,614)	
Total (decrease) increase in net assets	<b>(592,914)</b>	286,497	(1,008,526)	609,141
<b>Net assets at end of period</b>	<b>\$ 32,845,134</b>	<b>\$ 32,962,582</b>	<b>\$ 32,845,134</b>	<b>\$ 32,962,582</b>
<b>Accumulated net investment loss</b>	<b>(\$ 1,375,832)</b>	<b>(\$ 273,212)</b>	<b>(\$ 1,375,832)</b>	<b>(\$ 273,212)</b>

See accompanying notes

**RAND CAPITAL CORPORATION AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CASH FLOWS****For the Nine Months Ended September 30, 2016 and 2015****(Unaudited)**

	Nine months ended September 30, 2016	Nine months ended September 30, 2015
<b>Cash flows from operating activities:</b>		
Net (decrease) increase in net assets from operations	(\$ 986,912)	\$ 609,141
Adjustments to reconcile net (decrease) increase in net assets to net cash provided by (used in) operating activities:		
Investments in portfolio companies	(5,883,012)	(6,769,008)
Proceeds from sale of investments	14,313,203	648,605
Proceeds from loan repayments	416,972	151,460
Decrease in unrealized appreciation on investments	14,119,367	249,864
Deferred tax (benefit) expense	(3,448,438)	30,183
Realized gain on portfolio investments	(14,756,953)	(262,925)
Depreciation and amortization	25,034	24,698
Original issue discount amortization	(7,497)	(11,619)
Change in interest receivable allowance		(6,311)
Non-cash conversion of debenture interest	(16,711)	(69,710)
Changes in operating assets and liabilities:		
Increase in interest receivable	(97,299)	(37,811)
Decrease in other assets	61,484	31,782
Decrease (increase) in prepaid income taxes	65,228	(51,230)
Increase (decrease) in income taxes payable	826,983	(2,065,795)
Decrease in accounts payable and accrued expenses	(85,678)	(185,993)
Increase (decrease) in profit sharing and bonus payable	1,311,659	(758,750)
Increase in deferred revenue	27,553	6,333
Total adjustments	6,871,895	(9,076,227)
<b>Net cash provided by (used in) operating activities</b>	<b>5,884,983</b>	<b>(8,467,086)</b>
<b>Cash flows from financing activities:</b>		
Purchase of treasury shares	(21,614)	
<b>Net cash provided by financing activities</b>	<b>(21,614)</b>	
<b>Net increase (decrease) in cash</b>	<b>5,863,369</b>	<b>(8,467,086)</b>
<b>Cash:</b>		
Beginning of period	5,844,795	13,230,717

End of period

\$ **11,708,164**    \$ 4,763,631

See accompanying notes

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**

**September 30, 2016**

**(Unaudited)**

(a)	(b)	(c)	(d)(f)			
Company, Geographic Location, Business	Date	Equity	Fair	Percent		
<u>Description, (Industry) and Website</u>	<u>Type of Investment</u>	<u>Acquired</u>	<u>Cost</u>	<u>Value</u>		
Percent						
of Net						
Assets						
<b>Non-Control/Non-Affiliate Investments 42.0% of net assets: (j)</b>						
<b>ACV Auctions, Inc. (e)(g)</b>	118,116 Series A preferred shares.	8/12/16	1%	\$163,000	\$163,000	0.5%
Buffalo, NY. Live mobile auctions for new and used cars. (Software)						
www.acvauctions.com						
<b>Athenex, Inc. (e)(g)</b>	46,296 common shares.	9/8/14	<1%	143,285	416,664	1.3%
<b>(Formerly Kinex Pharmaceuticals, Inc.)</b>						
Buffalo, NY. Specialty pharmaceutical and drug development. (Health Care)						
www.athenex.com						
<b>City Dining Cards, Inc. (Loupe) (e)(g)</b>	9,525.25 Series B preferred shares.	9/1/15	4%	500,000	500,000	1.5%
Buffalo, NY. Customer loyalty technology company that helps businesses attract and retain customers. (Software)						
www.loupeapp.io						
		6/28/16	0%	1,500,000	1,500,000	4.6%

<b>eHealth Global Technologies, Inc. (g)</b>	\$1,500,000 senior subordinated secured term loan at 9% due September 2, 2019.					
Henrietta, NY. eHealth Connect® improves health care delivery through intelligently aggregated clinical record and images for patient referrals.						
(Health Care)						
www.ehealthtechnologies.com						
<b>Empire Genomics, LLC (e)(g)</b>	\$900,000 senior secured convertible term notes at 10% due April 1, 2017.	6/13/14	<1%			3.5%
Buffalo, NY. Molecular diagnostics company that offers a comprehensive menu of assay services for diagnosing and guiding patient therapeutic treatments. (Health Care)				900,000	900,000	
	\$250,000 promissory note at 12% due December 31, 2019.			<u>250,000</u>	<u>250,000</u>	
www.empiregenomics.com						
	(i) Interest receivable \$170,277.					
	<b>Total Empire</b>			<u>1,150,000</u>	<u>1,150,000</u>	
<b>GoNoodle, Inc. (g)</b>	\$1,000,000 secured note at 12% due January 31, 2020, (1% Payment in Kind (PIK)).	2/6/15	<1%			3.1%
(Formerly HealthTeacher, Inc.)						
Nashville, TN. Student engagement education software providing core aligned physical activity breaks. (Software)				1,016,560	1,016,560	
	Warrant for 47,324 Series C Preferred shares.			<u>25</u>	<u>25</u>	
www.gonoodle.com						
	<b>Total GoNoodle</b>			<u>1,016,585</u>	<u>1,016,585</u>	
<b>Mercantile Adjustment Bureau, LLC (g)</b>	\$1,099,039 subordinated secured note at 13% (3% for the calendar year 2016) due October 30, 2017.	10/22/12	4%			3.3%
Williamsville, NY. Full service accounts receivable management and collections company.				1,088,191	1,088,191	
(Contact Center)	(e) \$150,000 subordinated debenture at 8% due June 30, 2018.			150,000	0	
www.mercantilesolutions.com						

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Warrant for 3.29% membership interests. Option for 1.5% membership interests. 97,625 0

(i) Interest receivable \$64,537.

**Total Mercantile** 1,335,816 1,088,191

<b>Outmatch Holdings, LLC (e)(g)</b>	2,353,854 Class P1 Units.	11/18/10	4%	2,140,007	2,140,007	6.5%
<b>(Chequed Holdings, LLC)</b>	109,788 Class C1 Units.			<u>5,489</u>	<u>5,489</u>	
Saratoga Springs, NY. Web based predictive employee selection and reference checking. (Software)				<u>2,145,496</u>	<u>2,145,496</u>	
	<b>Total Outmatch</b>					
www.outmatch.com						

<b>PostProcess Technologies LLC (e)(g)</b>	\$300,000 convertible promissory note at 5% due July 28, 2018.	7/25/16	0%	300,000	300,000	0.9%
Buffalo, NY. Provides innovative solutions for the post-processing of additive manufactured parts. (Manufacturing)						
www.postprocess.com						

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**

**September 30, 2016 (Continued)**

**(Unaudited)**

(a)	(b)	(c)	(d)(f)		
Company, Geographic Location, Business Description, (Industry) and Website	Date	Equity	Cost	Fair Value	
Type of Investment	Acquired	Equity	Cost	Value	
Inc. (e)	9,676 common shares.	10/29/09	4%	-	11,000
Developer of fully automated e based molecular assay and diagnostic ices. (Health Care)	(g) 1,839,422 Series A preferred shares. (g) 50,593 common shares.			2,099,999	2,165,999
	(g) 589,420 Series B preferred shares.			-	59,000
ix.com				<u>702,732</u>	<u>702,732</u>
	<b>Total Rheonix</b>			<u>2,802,731</u>	<u>2,938,731</u>
, Inc. (e)(g)	1,049,538 Series B preferred shares.	4/5/13	4%	500,000	731,431
NY. Provides instant analysis of social ing a proprietary, predictive analytic o optimize advertising and publishing.	1,204,819 Series B-1 preferred shares.			750,000	839,648
	717,772 Series C preferred shares.			<u>500,000</u>	<u>500,221</u>
	<b>Total Social Flow</b>			<u>1,750,000</u>	<u>2,071,300</u>
flow.com					
Gas Transmission Company, LLC (e)	26.5337 units.	7/10/02	3%	719,097	500,000
OH. Natural gas transportation.					
s)					
setgas.com					
<b>Control/Non-Affiliate Investments:</b>					
LLC (Software) (e)	Membership Interest.	-	-	310,357	-
(Manufacturing) (e)	Common Stock.	-	-	100,500	-
<b>Non-Control/Non-Affiliate Investments</b>				\$ 13,936,867	\$ 13,789,967

Investments 41.7% of net assets (k)

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<b>BeetNPath LLC (Grainful) (e)(g)</b>	1,119,024 Series A-2 Preferred Membership Units.	10/20/14	9%		
Frozen entrées and packaged dry side e from 100% whole grain steel cut oats ful brand name. (Consumer Product)	\$150,000 convertible promissory note at 8% due September 1, 2017.			\$359,000	\$359,000
ful.com	<b>Total BeetNPath</b>			<u>150,000</u>	<u>150,000</u>
				<u>509,000</u>	<u>509,000</u>
<b>Maskiff LLC (g)</b>	6.0825% Class A common membership interest.	1/30/04	7%	15,000	600,000
GA. Manufacturer of fresh water, ocean pleasure boats.					
ring)					
maskiff.com					
<b>Social, Inc. (e)(g)</b>	312,500 Series seed plus preferred shares.	1/4/16	6%		
7. Social media publishing tool for law, professional firms. (Software)				200,000	200,000
viewsocial.com					
<b>First Wave Products Group, LLC (e)(g)</b>	\$500,000 senior term notes at 10% due December 31, 2016.	4/19/12	7%		
7. Sells First Crush automated pill crushes and grinds medical pills for hospitals and medical institutions.	\$280,000 junior term notes at 10% due December 31, 2016.			661,563	250,000
e)	Warrant for 41,619 capital securities.			316,469	0
aveproducts.com	<b>Total First Wave</b>			<u>22,000</u>	<u>0</u>
				<u>1,000,032</u>	<u>250,000</u>
<b>Genicon, Inc. (g)</b>	1,586,902 Series B preferred shares.	4/10/15	6%	1,000,000	1,000,000
Inc., FL. Designs, produces and distributes surgical instrumentation. (Health Care)	\$1,100,000 senior term loans at 12% due April 1, 2019.			1,100,000	1,100,000
onendo.com	\$600,000 term loan at 14% due March 31, 2018.				
	<b>Total Genicon</b>			<u>600,000</u>	<u>600,000</u>
				<u>2,700,000</u>	<u>2,700,000</u>
<b>Genicon, Inc. (e)(g)</b>	5,084,329 Series Seed preferred shares.	3/13/13	9%		
				616,221	424,314

Online fundraising, day of giving  
engagement software for non-profit  
as. (Software)

ab.com

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**

**September 30, 2016 (Continued)**

**(Unaudited)**

(a)	(b)	(c)	(d)(f)		(e)	
<b>Company, Geographic Location, Business Description, (Industry) and Website</b>	<b>Date Acquired</b>	<b>Equity</b>	<b>Cost</b>	<b>Fair Value</b>	<b>Percent of Net Assets</b>	
<b>Type of Investment</b>						
<b>G-TEC Natural Gas Systems (e)</b> Buffalo, NY. Manufactures and distributes systems that allow natural gas to be used as an alternative fuel to gases. (Manufacturing) www.gas-tec.com	17.845% Class A membership interest. 8% cumulative dividend.	8/31/99	18%	400,000	100,000	0.3%
<b>Intrinsic Materials, Inc. (e)(g)</b> Rochester, NY. Produces printable electronics utilizing a unique process of nanomaterial based ink in a room-temperature environment. (Manufacturing) www.intrinsicmaterials.com	4,161,747 Series A preferred shares.	9/19/13	12%	1,125,673	780,000	2.4%
<b>Knoa Software, Inc. (e)(g)</b> New York, NY. End user experience management and performance (EMP) solutions utilizing enterprise applications. (Software) www.knoa.com	973,533 Series A-1 convertible preferred shares. 1,876,922 Series B preferred shares. \$48,466 convertible promissory note at 8% due May 9, 2018.	11/20/12	7%	750,000 479,155 <u>48,466</u> <u>1,277,621</u>	0 449,455 <u>48,466</u> <u>497,921</u>	1.5%
<b>Total Knoa</b>						
<b>KnowledgeVision Systems, Inc. (e)(g)</b>	200,000 Series A-1 preferred shares.	11/13/13	7%	250,000	0	1.5%

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Lincoln, MA. Online presentation and training software. (Software)	214,285 Series A-2 preferred shares.			300,000	300,000
				165,001	165,001
www.knowledgevision.com	129,033 Series A-3 preferred shares.			<u>35,000</u>	<u>35,000</u>
	Warrant for 46,743 Series A-3 shares.			<u>750,001</u>	<u>500,001</u>

**Total  
KnowledgeVision**

<b>Mezmeriz, Inc. (e)(g)</b>	1,554,565 Series Seed preferred shares.	1/9/08	15%	742,850	351,477	1.1%
Ithaca, NY. Micro-electronic mechanical systems (MEMS) developer of carbon fiber MEMS mirror modules for gesture recognition and 3D scanning. (Electronics Developer)						

www.mezmeriz.com

<b>Microcision LLC (g)</b>	\$1,500,000 subordinated promissory note at 11% due January 31, 2017.	9/24/09	15%		1,891,964
Philadelphia, PA. Manufacturer of precision machined medical implants, components and assemblies. (Manufacturing)					
www.microcision.com	15% Class A common membership interest.			<u>          -</u>	<u>1,891,964</u>

**Total Microcision**