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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14C**

Information Statement Pursuant to Section 14(c) of  
the Securities Exchange Act of 1934

Check the appropriate box:

- Preliminary Information Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))**  
 Definitive Information Statement

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**BONE BIOLOGICS CORPORATION**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Information Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**NOTICE OF ACTION TO BE TAKEN WITHOUT A MEETING**

June \_\_, 2021

Dear Stockholders:

The purpose of this letter and the enclosed Information Statement is to inform you that stockholders holding a majority of the voting power of the common stock of Bone Biologics Corporation (the “Company”) have executed a written consent in lieu of a meeting to approve an amendment to our certificate of incorporation to approve a reverse split of the Company’s outstanding common stock at a ratio of 1 for 2.5.

Our board of directors has authorized the amendment and stockholders holding a majority of the voting power of our common stock have executed a written consent approving the amendment. The consent we have received constitutes the only stockholder approval required under Delaware corporate law and our certificate of incorporation and bylaws, as presently in effect. Pursuant to Rule 14c-2 of the Securities Exchange Act of 1934, as amended, this amendment will not become effective until at least 20 days after the accompanying information statement has been distributed to the stockholders of the Company and only in conjunction with the Company’s Common Stock being listed on the Nasdaq Capital Market..

**WE ARE NOT ASKING YOU FOR A PROXY AND  
YOU ARE REQUESTED NOT TO SEND US A PROXY.**

Because the written consent of holders of a majority of the voting power of our common stock approving the amendment satisfies all applicable stockholder voting requirements, we are not asking you for a Proxy; please do not send us one. We are furnishing this Information Statement to you solely to inform you of the approval of the amendment by the holders of a majority of the voting power of our common stock. No action is required by you.

**The Information Statement is for information purposes only — Please read it carefully.**

June \_\_, 2021

By Order of the board of directors,

*/s/ DON HANKEY*

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Don Hankey  
Chairman of the Board of Directors

**BONE BIOLOGICS CORPORATION**  
**2 Burlington Woods Drive, Suite 100**  
**Burlington, MA 01203**

**INFORMATION STATEMENT**  
**June \_\_, 2021**

**WE ARE NOT ASKING YOU FOR A PROXY AND**  
**YOU ARE REQUESTED NOT TO SEND US A PROXY.**

**General Information**

This Information Statement is expected to be mailed on or about June \_\_, 2021, to the stockholders of record of Bone Biologics Corporation (the “Company”), at the close of business on June 14, 2021 (the “Record Date”). This Information Statement is being sent to you for information purposes only. No action is requested or required on your part.

This Information Statement is being furnished to you to inform you that holders of shares representing a majority of the voting power of shares of our securities have adopted, by written consent, resolutions authorizing us to take the following action (the “Proposal”):

Reverse Split. To approve and adopt an amendment to the Company’s Certificate of Incorporation to approve a reverse split (the “Reverse Split”) of the Company’s outstanding common stock at a ratio of 1 for 2.5.

We will bear the expenses relating to this Information Statement, including expenses in connection with preparing and mailing this Information Statement and all documents that now accompany or may in the future supplement it. We have asked brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of our common stock held of record by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

Only one Information Statement is being delivered to multiple stockholders sharing an address, unless we have received contrary instructions from one or more of the stockholders. We will undertake to deliver promptly upon written or oral request a separate copy of the Information Statement to a stockholder at a shared address to which a single copy of the Information Statement was delivered. You may make a written or oral request by sending a written notification to our principal executive offices stating your name, your shared address, and the address to which we should direct the additional copy of this Information Statement or by calling our principal executive offices at 617-312-4862. If multiple stockholders sharing an address have received one copy of this Information Statement and would prefer us to mail each stockholder a separate copy of future mailings, you may send notification to or call our principal executive offices. Additionally, if current stockholders with a shared address received multiple copies of this Information Statement and would prefer us to mail one copy of future mailings to stockholders at the shared address, notification of that request may also be made by mail or telephone call to our principal executive offices.

**Forward Looking Statements**

This Information Statement and other reports that we file with the SEC contain forward-looking statements about our business containing the words “believes,” “anticipates,” “expects” and words of similar import. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results or performance to be materially different from the results or performance anticipated or implied by such forward-looking statements. Given these uncertainties, stockholders are cautioned not to place undue reliance on forward-looking statements. Except as specified in SEC regulations, we have no duty to publicly release information that updates the forward-looking statements contained in this Information Statement.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF THE INFORMATION STATEMENT: THIS INFORMATION STATEMENT WILL BE AVAILABLE ON THE COMPANY'S WEB SITE AT WWW.BONEBIOLOGICS.COM**

**DISSENTERS' RIGHT OF APPRAISAL**

Under Delaware law and our certificate of incorporation and bylaws, no stockholder has any right to dissent to the Proposal, and no stockholder is entitled to appraisal of or payment for their shares of our stock.

**OUTSTANDING SHARES AND VOTING RIGHTS**

As of the Record Date, our authorized capitalization consisted of 100,000,000 shares of common stock (the "Common Stock"), of which 30,682,590 shares were issued and outstanding and 20,000,000 shares of Preferred Stock of which no shares are outstanding.

Each share of Common Stock entitles its holder to one vote on each matter submitted to the stockholders.

**CONSENTING STOCKHOLDERS**

The approval of the Proposal requires the consent of the holders of a majority of the voting power of the Common Stock entitled to vote. The Delaware General Corporation Law generally provides that any action required to be taken at any annual or special meeting of stockholders of a corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

In order to eliminate the costs and management time involved in soliciting and obtaining proxies to approve the Proposal and in order to effectuate the Proposal as early as possible in order to accomplish the purposes of the Company as hereafter described, the Board of Directors of the Company voted to utilize, and did in fact obtain, the written consent of the holders of a majority of the voting power of the Company. Approval of the Proposal was obtained as of June \_\_, 2021 by written consent of the holder of shares representing 89.8% of the voting power.

No consideration was paid for the consent of any consenting stockholder.

Hankey Capital LLC ("HIC"), the beneficial owner of 28,450,710 shares, consented to the approval of the Proposal.

**DESCRIPTION OF CAPITAL STOCK**

The following description of our capital stock summarizes the material terms and provisions of the indicated securities. For the complete terms of our Common Stock please refer to our articles of incorporation, and bylaws that we have filed with the SEC.

We are authorized to issue 100,000,000 shares of Common Stock, \$0.001 par value per share, and 20,000,000 shares of Preferred Stock, par value \$0.001.

## **Common Stock**

Voting. Each holder of Common Stock shall have one vote in respect of each share of stock held of record on the books of the corporation for the election of directors and on all matters submitted to a vote of our stockholders.

Dividends. The holders of shares of Common Stock shall be entitled to receive, when and if declared by the board of directors, out of our assets which are by law available for dividends, dividends payable in cash, property or shares of capital stock.

Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of our affairs, holders of Common Stock shall be entitled, unless otherwise provided by law or our articles of incorporation, including any certificate of designations for a series of preferred stock, to receive all of our remaining assets of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

Other Rights and Restrictions. Holders of our Common Stock do not have preemptive rights, and they have no right to convert their Common Stock into any other securities. Our Common Stock is not subject to redemption by us. The rights, preferences and privileges of common stockholders are subject to the rights of the stockholders of any series of preferred stock that are issued and outstanding or that we may issue in the future.

## **Preferred Stock**

The preferred stock may be issued in one or more series and our Board of Directors, without further approval from our stockholders, is authorized to fix the dividend rights and terms, conversion rights, voting rights, redemption rights, liquidation preferences and other rights and restrictions relating to any series. Issuances of preferred stock, while providing flexibility in connection with possible financings, acquisitions and other corporate purposes, could, among other things, adversely affect the voting power of the holders of our common stock.

## **APPROVAL OF REVERSE SPLIT**

### **Background**

The Reverse Split has been approved in order to increase the stock price of our Common Stock, which is currently trading on the OTC Pink marketplace, to a level sufficiently above the minimum bid price requirement that is required for initial listing on The Nasdaq Capital Market ("NASDAQ"). The Company, may apply for initial listing on NASDAQ at such time as it otherwise meets the other quantitative and qualitative requirements for listing. On June 2021, the last reported sales price on the OTC Pink marketplace was \$\_\_\_ per share.

As a result of the foregoing, the Company's board of directors and stockholders representing 89.8% of the Company's voting power have approved the Reverse Split.

### **Effects of the Reverse Stock Split**

After the effective date of the Reverse Split, each common stockholder will own a reduced number of shares of our common stock. Without taking into account fractional shares that will be rounded up to the nearest whole share as described below, based on the number of shares of common stock outstanding as of the Record Date, there will be a reduction in the number of outstanding common shares from 30,682,590 shares to 12,273,036 shares, before giving effect any offering of our shares in connection with the Nasdaq listing..

The Reverse Split will reduce the number of shares of our common stock issuable in connection with the Offerings and upon exercise of outstanding stock awards under our outstanding compensation plans in proportion to the exchange ratio of the Reverse Split and will effect a proportionate increase in the exercise price of outstanding stock options. In connection with the Reverse Split, the number of shares of our common stock issuable upon exercise of outstanding stock awards will be rounded to the nearest whole share and no cash payment will be made in respect of such rounding. The Reverse Split would have a similar effect upon our outstanding warrants. The Reverse Split will also reduce the number of our shares issuable in connection with the exercise of the Company's Convertible Notes and increase the conversion prices by the exchange ratio of the Reverse Split.

The table below sets forth the number of shares of Common Stock outstanding and issuable before and after the Reverse Split.

|   | <b>Before<br/>Reverse Split</b> | <b>Reverse<br/>Split After</b> |
|---|---------------------------------|--------------------------------|
| Authorized  | 100,000,000                     | 100,000,000                    |
| Issued and Outstanding                                      |                                 |                                |
| Issuable upon exercise of outstanding common stock options  | 480,703                         | 192,290                        |
| Issuable upon exercise of outstanding common stock warrants | 83,259                          | 33,304                         |
| Issuable upon conversion of outstanding convertible notes   | 11,983,585                      | 4,793,434                      |

The Reverse Split will affect all of our common stockholders uniformly and will not affect any common stockholder's percentage ownership interest in us, except to the extent that the Reverse Split results in any of our common stockholders owning a fractional share as described below. The voting rights and other rights and preferences of the holders of our common stock will not be affected by the Reverse Split. The number of stockholders of record will not be affected by the Reverse Split. The par value of our common stock would remain unchanged.

The Proposal to effect the Reverse Split will not proportionately change the number of authorized shares of our common stock. As a result, one of the effects of the Reverse Split will be to effectively increase the proportion of authorized shares which are unissued relative to those which are issued. This could result in us being able to issue more shares without further stockholder approval.

Although we believe that the Reverse Split may be in the best interests of the Company and our stockholders, once implemented, the Reverse Split may result in some stockholders owning "odd-lots" of less than 100 shares. Brokerage commissions and other costs of transactions in odd lots may be higher, particularly on a per-share basis, than the cost of transactions in even multiples of 100 shares.

#### **Additional Risks Associated with the Reverse Split**

There can be no assurance that the market value per share of our common stock after the Reverse Split will increase and/or remain higher than the current market value per share of our common stock at any time or for any period of time after the Reverse Split or that our total market capitalization after the Reverse Split will be equal to or greater than our total market capitalization before the Reverse Split.

There can be no assurance that the market value per share of our common stock after the Reverse Split will be increased by a multiple equal to the Reverse Split ratio, or increase at all, or remain constant in proportion to the reduction in the number of outstanding shares of our common stock immediately prior to the Reverse Split or any increase in the market per share of our common stock after the Reverse Split. Accordingly, our total market capitalization after the Reverse Split could be lower than our total market capitalization before the Reverse Split and, in the future, the market value per share of our common stock after the Reverse Split may not exceed and/or remain higher than the current market value per share of our common stock immediately prior to the Reverse Split. In many cases, the total market capitalization of a company immediately after a Reverse Split is lower than the total market capitalization immediately prior to the Reverse Split.

When the Reverse Split is implemented, the resulting per-share price may not attract institutional investors or investment funds and may not satisfy the investing guidelines of these investors, and consequently, the trading liquidity of our common stock may not improve.

While we believe that a higher stock price may help generate investor interest in our common stock, the Reverse Split may not result in a stock price that will attract institutional investors or investment funds or satisfy the investing guidelines of institutional investors or investment funds. A decline in the market price of our common stock after the Reverse Split may result in a greater percentage decline than would occur in the absence of the Split. If the Reverse Split is implemented and the market price of our common stock declines, the percentage decline may be greater than would occur in the absence of the split. The market price of our common stock is also based on our performance, the fact that our Common Stock will be listed on the Nasdaq Capital Market and other factors, which are unrelated to the number of shares of common stock outstanding.

### **Implementation of the Reverse Split**

We intend to file the amendment to our Certificate of Incorporation with the Secretary of State of the State of Delaware with respect to the Reverse Split upon approval of the listing of the Company's Common Stock on the Nasdaq Capital Market, and the implementation of the Reverse Split is contingent on such approval. Except as explained below with respect to fractional shares, on the effective date, each number of specific shares of our common stock will be combined and converted, automatically and without any action on the part of the stockholders, into one share of common stock. Beginning on the effective date, each certificate representing old shares will be deemed for all corporate purposes to evidence ownership of new shares, if approved.

As soon as practicable after the effective date, stockholders will be notified that the Reverse Split has been effected. Our transfer agent will act as exchange agent for the Reverse Split for purposes of implementing the exchange of stock certificates. Holders of old shares may (but will not be required to) surrender to the exchange agent certificates representing old shares in exchange for certificates representing new shares in accordance with the procedures to be set forth in a letter of transmittal to be sent by us or our transfer agent. No new certificates will be issued to a stockholder until such stockholder has surrendered such stockholder's outstanding certificate(s) together with the properly completed and executed letter of transmittal to the exchange agent. Stockholders should not destroy any stock certificate and should not submit any certificates until requested to do so.

### **Payment for Fractional Shares**

We will not issue any fractional shares in connection with the Reverse Split. Instead, any fractional share resulting from the Reverse Split will be rounded up to the nearest whole share.

## **U.S. Federal Income Tax Consequences**

The following is a summary of important U.S. federal tax considerations of the proposed Reverse Split. It addresses only stockholders who hold the pre-Reverse Split shares and post-Reverse Split shares as capital assets. It does not purport to be complete and does not address stockholders subject to special rules, such as financial institutions, tax-exempt organizations, insurance companies, dealers in securities, mutual funds, foreign stockholders, stockholders who hold the pre-Reverse Split shares as part of a straddle, hedge or conversion transaction, stockholders who hold the pre-Reverse Split shares as qualified small business stock within the meaning of Section 1202 of the Internal Revenue Code of 1986, as amended, or the Code, stockholders who are subject to the alternative minimum tax provisions of the Code and stockholders who acquired their pre-Reverse Split shares pursuant to the exercise of employee stock options or otherwise as compensation.

This summary is based upon current law, which may change, possibly even retroactively. It does not address tax considerations under state, local, foreign and other laws. We have not obtained a ruling from the Internal Revenue Service or an opinion of legal or tax counsel with respect to the consequences of the Reverse Split.

**ACCORDINGLY, ALL STOCKHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE SPECIFIC FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES TO THEM OF THE REVERSE SPLIT.**

We believe that a stockholder generally will not recognize gain or loss on the Reverse Split. The aggregate tax basis of the post-Split shares received will be equal to the aggregate tax basis of the presplit shares exchanged therefor, and the holding period of the post-Split shares received will include the holding period of the pre-Split shares exchanged. No gain or loss will be recognized by us as a result of the Reverse Split.

## **INTERESTS OF CERTAIN PERSONS IN THE PROPOSAL**

Except as described below, no director, executive officer, associate of any director or executive officer, or any other person has any substantial interest, direct or indirect, by security holdings or otherwise, in the Proposal to which is not shared by all other holders of the Company's Common Stock. See "Stockholdings of Certain Beneficial Owners, Directors and Management." Bret Hankey, a director of the Company, is the President of the Hankey Group and is the Vice Chairman and Executive Vice President of Westlake Financial Services, a member of the Hankey Group. The Hankey Group is an affiliate of HIC. Don Hankey, the Manager of HIC, is the Chairman of the Board of the Company, and the Company's Chief Executive Officer reports to him.

## **STOCKHOLDINGS OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth information with respect to the beneficial ownership of the Company's Common Stock as of May 31, 2021, by each person or group of affiliated persons known to the Company to beneficially own 5% or more of its Common Stock, each director, each named executive officer, and all of its directors and named executive officers as a group.

| <u>Name of Beneficial Owner or Identity of Group</u>                                      | <u>Title of Class</u> | <u>Shares<sup>(1)</sup></u> | <u>Percentage</u> |
|---|-----------------------|-----------------------------|-------------------|
| <b>5% or greater stockholders:</b>  |                       |                             |                   |
| The Musculoskeletal Transplant Foundation, Inc.<br>175 May Street Edison, NJ 08837        | Common Stock          | 618,698(2)                  | 5.0%              |
| Hankey Capital, LLC 4751 Wilshire Blvd #110<br>Los Angeles, CA 90010                      | Common Stock          | 11,380,284(3)               | 89.8%             |
| <b>Executive Officers and Directors:</b>  |                       |                             |                   |
| Don R. Hankey 4751 Wilshire Blvd #110<br>Los Angeles, CA 90010                            | Common Stock          | 11,556,636(4)               | 91.2%             |
| Stephen LaNeve, 2 Burlington Woods Drive,<br>Ste 100, Burlington, MA 01803                | Common Stock          | -(5)                        | -                 |
| Jeffrey Frelick, 2 Burlington Woods Drive,<br>Ste 100, Burlington, MA 01803               | Common Stock          | 52,392(6)                   | 0.4%              |
| Deina H. Walsh, 2 Burlington Woods Drive,<br>Ste 100, Burlington, MA 01803                | Common Stock          | -(7)                        | -                 |
| Bruce Stroever, 2 Burlington Woods Drive,<br>Ste 100, Burlington, MA 01803 <sup>(8)</sup> | Common Stock          | -(8)                        | -                 |
| Bret Hankey, 2 Burlington Woods Drive,<br>Ste 100, Burlington, MA 01803                   | Common Stock          | 11,214                      | 0.1%              |
| <b>Total Officers and Directors as a Group<br/>(7 persons)</b>                            | Common Stock          | 11,620,440(9)               | 91.3%             |

(1) Based on 12,273,036 issued and outstanding shares. The number of shares issued and outstanding that was used to calculate the percentage ownership of each listed person includes the shares underlying convertible debt, stock options and warrants that are exercisable 60 days from our report date.

(2) Consists of 591,698 shares, 25,000 shares underlying warrants exercisable within 60 days and 2,000 shares underlying stock options exercisable within 60 days.

(3) Consists of 1,625,148 shares, 9,361,702 collateral shares for which Hankey Capital has voting rights and 393,434 shares issuable upon convention of debt agreements. Collateral shares are contractually restricted from sale and will be returned and cancelled following payment of principal amounts on the loans with Hankey Capital. Excludes shares issuable upon draws under a credit facility provided by Hankey Capital.

(4) Mr. Hankey is the Manager of Hankey Capital. Mr. Hankey is the beneficial owner of 11,556,636 shares of the Company consisting of 1,625,148 shares owned by Hankey Capital, 9,361,702 collateral shares for which Hankey Capital has voting rights, 144,656 shares owned by the Don Hankey Trust (the "Trust") of which Mr. Hankey is the Trustee, 31,696 shares held by H&H Funding LLC of which Mr. Hankey is the sole manager and 393,434 shares issuable upon conversion of debt agreements. Hankey Capital is owned by Hankey Investment Company LP ("HIC") of which the Trust owns a 66.09% interest. The general partner of HIC is Knight Services Inc. of which the Trust is the sole owner. Collateral shares are contractually restricted from sale and will be returned and cancelled following payment of principal amounts on the loans with Hankey Capital.

(5) Effective June 28, 2019, Stephen La Neve elected not to renew his employment agreement and accordingly resigned as the Chief Executive Officer and President. The employment contract was replaced by an independent contractor agreement. Mr. LaNeve will continue as a director of the Company. All outstanding options expired per the terms of the options.

- (6) Includes 52,392 shares underlying stock options exercisable within 60 days.
- (7) Effective June 28, 2019, Deina Walsh, the Company's Chief Financial Officer, elected not to renew her employment contract. The employment contract was replaced by an independent contractor agreement. Ms. Walsh remains the Company's Chief Financial Officer. All outstanding options expired per the terms of the options.
- (8) Mr. Stroever is the past President and Chief Executive Officer of the Musculoskeletal Transplant Foundation, Inc.
- (9) Consists of 1,812,912 shares, 9,361,702 collateral shares for which Hankey Capital has voting rights, 52,392 shares underlying stock options exercisable within 60 days and 393,434 shares issuable upon conversion of debt agreements. Collateral shares are contractually restricted from sale and will be returned and cancelled following payment of principal amounts on the loans with Hankey Capital.

#### PROPOSALS BY SECURITY HOLDERS

As of the date of this Information Statement, no proposals have been received by the Company.

#### ADDITIONAL INFORMATION

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith, we file periodic reports, documents and other information with the SEC relating to our business, financial statements and other matters. Such reports and other information may be inspected and are available for copying at the offices of the SEC, 100 F Street, N.E., Washington, D.C. 20549 or may be accessed at [www.sec.gov](http://www.sec.gov). Information regarding the operation of the public reference rooms may be obtained by calling the SEC at 1-800-SEC-0330.

We will provide, upon request and without charge, to each stockholder receiving this Information Statement a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and a copy of our Quarterly Report on Form 10-Q for the three months ended March 31, 2021 including the financial statements, as filed with the SEC. You are encouraged to review the Annual Report, the Quarterly Report and any subsequent information we filed or will file with the SEC and other publicly available information.

June \_\_, 2021

By Order of the board of directors,

*/s/ DON HANKEY*

Don Hankey

Chairman of the Board of Directors