

### Action Summary – 14 December 2020

Analyst Theodore R. O'Neill

- USAQ reported 3Q20 which was generally in-line with expectations. It reported a loss of \$0.01 EPS on no revenue. We were looking for a loss of \$0.01 EPS also on no revenue. On the margin, expenses were higher than expected but not by enough to change the results.
- Medical Practices Income (MPI) has developed a unique, cloud-based, medical office and mobile patient
  education digital medicine platform designed to generate new medical practice income for the physician
  and improve clinical outcomes for the patient.
- The COVID-19 Pfizer vaccine has recently shown there are serious side effects among people with severe allergies. MPI is positioned with its AllegiEnd<sup>™</sup> allergy test kits which could be used to screen patients for severe allergies by physicians and NPs that are not allergy specialists.
- We have increased the operating expenses in the model consistent with 3Q20 and between that and 4Q20, our 2020 EPS loss goes to \$0.05 from \$0.04. No change to other estimates.
- Attractive valuation. The shares appear to us inexpensive on an absolute and relative basis.

| 12/11 Closing price: \$0.59        | Market cap: \$4 million | 2021 P/E: NMF              | 2021 EV / Sales: 5    |
|------------------------------------|-------------------------|----------------------------|-----------------------|
| Shares outstanding: 6.6<br>million | Insider ownership: 52%  | Avg. trading volume: 6,258 | Dividend/Yield: NA/NA |

| GAAP estimates                 | (EPS in dollars      | Cash balance (in thousands) |                         |                            |
|--------------------------------|----------------------|-----------------------------|-------------------------|----------------------------|
| Period                         | EPS                  | Revenue                     | Op Margin               | • 2020E • \$110            |
| 1Q20A                          | \$(0.01)             | \$0                         | NMF                     | • 2021E • \$83.5           |
| 2Q20A                          | \$(0.01)             | \$0                         | NMF                     | • 2022E • \$1,126          |
| 3Q20E                          | \$(0.01)             | \$0                         | NMF                     |                            |
| 4Q20E                          | <u>\$(0.01)</u>      | <u>\$0</u>                  | NME                     |                            |
| FY20E                          | <u>\$(0.05)</u>      | <u>\$0</u>                  | NME                     | Debt (in thousands)        |
|                                |                      |                             |                         | • 2020E • \$400            |
| 1Q21E                          | \$(0.01)             | \$50                        | NMF                     | • 2021E • \$400            |
| 2Q21E                          | \$(0.01)             | \$100                       | NMF                     | • 2022E • \$400            |
| 3Q21E                          | \$0.01               | \$300                       | 32%                     |                            |
| 4Q21E                          | <u>\$0.03</u>        | <u>\$500</u>                | <u>40%</u>              |                            |
| FY21E                          | <u>\$0.02</u>        | <u>\$950</u>                | <u>25%</u>              | Adj. EBITDA (in thousands) |
| 40005                          | <b>*•</b> • • •      | <b>*</b> 222                | 0.494                   | • 2020E • (\$77)           |
| 1Q22E                          | \$0.02               | \$800                       | 24%                     | • 2021E • (\$168)          |
| 2Q22E                          | \$0.05               | \$1,200                     | 28%                     | • 2022E • \$1,123          |
| 3Q22E                          | \$0.05               | \$1,250                     | 28%                     |                            |
| 4Q22E                          | <u>\$0.05</u>        | <u>\$1,300</u>              | <u>27%</u>              |                            |
| FY22E                          | <u>\$0.17</u>        | <u>\$4,550</u>              | <u>27%</u>              |                            |
| Note: Numbers may r<br>report. | not add due to round | ing. See our full mo        | del in the back of this | s                          |

### **Risks/Valuation**

- Risks include: Highly competitive business; lack of earnings; changes in customer demand; commercialization of technology.
- Our \$5 target is derived using a discounted future earnings model

**Company description**: USAQ's solely owned subsidiary, Medical Practices Income has developed a unique, cloudbased, medical office and mobile patient education **digital medicine platform** designed to generate new medical practice income for the physician and improve clinical outcomes for the patient.





Figure 1 – USA Equities Corp. – One-year Trading snapshot

Source: Refinitiv

# Valuation Methodology

We believe USAQ is undervalued and we support that belief with two valuation techniques, both of which generate approximately the same figure: \$5.00. For the purposes of determining our price target we use a discounted future earnings model. For the purpose of confirming our price target we look at comparable company valuations:

- 1) The discounted value of all future earnings was used for our price target (see Figure 2)
- 2) Valuation relative to peers (see Figure 3)

## Discounted Future Earnings – Basis for Price Target

Our 12-month price target of \$5.00 is based on a discounted future earnings model (Figure 2). For the purposes of deriving an earnings-based price target, we assume the company incurs losses until 3Q21 and we take, what we think is a very conservative approach to earnings growth. The model sums up all earnings per share, discounted at 12% to arrive at a per share valuation. Note, this model understates future novel product developments, probably understates the tax benefits, but offsetting that, the earnings never have a down year. The implied share price is \$5.68 which we round down to \$5.00.



Figure 2 – USA Equities Corp. – Implied Price Target Calculation

| Disc. Futur | Disc. Future Earnings \$5.66 |            |  |  |  |  |  |  |  |
|-------------|------------------------------|------------|--|--|--|--|--|--|--|
|             |                              | Discounted |  |  |  |  |  |  |  |
| Year        | EPS                          | EPS        |  |  |  |  |  |  |  |
| 2020        | (\$0.04)                     | (\$0.04)   |  |  |  |  |  |  |  |
| 2021        | \$0.02                       | \$0.02     |  |  |  |  |  |  |  |
| 2022        | \$0.17                       | \$0.14     |  |  |  |  |  |  |  |
| 2023        | \$0.25                       | \$0.18     |  |  |  |  |  |  |  |
| 2024        | \$0.35                       | \$0.22     |  |  |  |  |  |  |  |
| 2025        | \$0.40                       | \$0.23     |  |  |  |  |  |  |  |
| 2026        | \$0.50                       | \$0.25     |  |  |  |  |  |  |  |
| 2027        | \$0.75                       | \$0.34     |  |  |  |  |  |  |  |
| 2028        | \$0.83                       | \$0.33     |  |  |  |  |  |  |  |
| 2029        | \$0.91                       | \$0.33     |  |  |  |  |  |  |  |
| Term        | inal Value:                  | \$3.67     |  |  |  |  |  |  |  |

Source: Litchfield Hills Research LLC

## Valuation Relative to Peers

Here we are going to use a multiple of sales because the company is not yet profitable. The average sales multiple looking into next year is 7.87 (See Figure 4 for a table of Comparables). Based on our estimates for 2022, and using the average sales multiple, if USAQ reaches \$4.55MM of revenue, it would have a market cap of ~\$35.8MM or ~\$5.42 per share (Figure 3).

Figure 3 – USA Equities Corp. – Summary Discount to Peers

|   | Implied Share<br>Price<br>Calculation |
|---|---------------------------------------|
| Average<br>Peers 2021<br>Sales Multiple | 7.87                                  |
| Our 2022<br>Revenue<br>Estimate         | \$4.55MM                              |
| Implied Market<br>Cap                   | \$35.8MM                              |
| Estimated<br>Share Count                | 6.6MM                                 |
| Implied Share<br>Price                  | \$5.42                                |

Source: Litchfield Hills Research LLC and Refinitiv Eikon



## **Guidance and Financial Forecasts**

The company provides no guidance. Our financial forecast makes many assumptions in order to determine a valuation. We have tried to be as conservative as possible, but the nature of this particular business is that if it can get very profitable very quickly. If the products are accepted and priced as the company hopes, we believe our model may turn out to be conservative in terms of earnings growth



### Figure 4 – USA Equities Corp. – Comp Table

| Ticker  | Company Name                     | Price Close | Market Cap<br>\$MM | EV \$MM | 2021 Sales<br>Multiple | 2021 EV /<br>Revenue |
|---------|----------------------------------|-------------|--------------------|---------|------------------------|----------------------|
| DXCM.O  | DexCom Inc                       | \$348.16    | 33,433             | 32,529  | 14.33                  | 13.94                |
| TDOC.K  | Teladoc Health Inc               | \$198.26    | 28,740             | 28,527  | 14.65                  | 14.54                |
| QDEL.O  | Quidel Corp                      | \$195.37    | 8,219              | 8,148   | 2.59                   | 2.56                 |
| AKER.OL | Aker ASA                         | \$58.88     | 4,387              | 11,097  |                        |                      |
| SWAV.O  | Shockwave Medical Inc            | \$95.61     | 3,276              | 3,077   | 26.07                  | 24.49                |
| TCMD.O  | Tactile Systems Technology Inc   | \$42.51     | 826                | 774     | 3.59                   | 3.37                 |
| SMLR.PK | Semler Scientific Inc            | \$81.00     | 539                | 523     | 10.05                  | 9.74                 |
| ZYXI.O  | Zynex Inc                        | \$13.85     | 481                | 440     | 3.37                   | 3.08                 |
| IIN.O   | IntriCon Corp                    | \$18.44     | 165                | 135     | 1.38                   | 1.13                 |
| CEMI.O  | Chembio Diagnostics Inc          | \$6.66      | 134                | 124     | 3.75                   | 3.46                 |
| NMRD.O  | Nemaura Medical Inc              | \$3.77      | 86                 | 75      |                        |                      |
| BMRA.O  | Biomerica Inc                    | \$6.76      | 79                 | 73      | 3.60                   | 3.29                 |
| GWHP.PK | Global Wholehealth Partners Corp | \$1.22      | 73                 | 73      |                        |                      |
| OPGN.O  | OpGen Inc                        | \$2.07      | 42                 | 51      | 3.20                   | 3.91                 |
| ALRT.PK | ALR Technologies Inc             | \$0.07      | 36                 | 53      |                        |                      |
| NAOV.O  | Nanovibronix Inc                 | \$1.09      | 21                 | 18      |                        |                      |
| DECN.PK | Decision Diagnostics Corp        | \$0.11      | 16                 | 19      |                        |                      |
| NEMD.PK | iNeedMD Holdings Inc             | \$0.12      | 6                  | 6       |                        |                      |
| HDII.PK | Hypertension Diagnostics Inc     | \$0.03      | 4                  | 8       |                        |                      |
| EQUR.PK | E-QURE Corp                      | \$0.09      | 3                  | 3       |                        |                      |
| GTHP.PK | Guided Therapeutics Inc          | \$0.22      | 3                  | 9       |                        |                      |
| CTTC.PK | Calmare Therapeutics Inc         | \$0.06      | 2                  | 2       |                        |                      |
| ESMC.PK | Escalon Medical Corp             | \$0.13      | 1                  | 1       |                        |                      |
|         | AVERAGE                          |             |                    |         | 7.87                   | 7.59                 |
| USAQ.PK | USA Equities Corp                | \$0.66      | 4                  | 5       | 4.56                   | 5.06                 |
|         | USAQ Discount to Peers           |             |                    |         | -42%                   | -33%                 |

Source: Litchfield Hills Research LLC and Refinitiv Eikon

© 2019 Litchfield Hills Research LLC, 79 Belgo Road, Lakeville, CT 06039 | Contact the analyst: theodore@HillsResearch.com | www.HillsResearch.com | 860-435-0150 \* Important disclosures can be found at the back of this report



| Figure 5 – USA Equities Corp. – Income Statement (\$000) |
|--|
|--|

| December ending year       | 2018            | 2019            |                 | 202            | 20E            |                 | 2020E            |                 | 202            | 21E     |                | 2021E           |                 | 202             | 22E            |                | 2022E          |
|----------------------------|-----------------|-----------------|-----------------|----------------|----------------|-----------------|------------------|-----------------|----------------|---------|----------------|-----------------|-----------------|-----------------|----------------|----------------|----------------|
|                            | Year            | Year            | Q1A             | Q2A            | Q3A            | Q4E             | Year             | Q1E             | Q2E            | Q3E     | Q4E            | Year            | Q1E             | Q2E             | Q3E            | Q4E            | Year           |
| Total revenue              | \$0.0           | \$0.0           | \$0.0           | \$0.0          | \$0.0          | \$0.0           | \$0.0            | \$50.0          | \$100.0        | \$300.0 | \$500.0        | \$950.0         | \$800.0         | \$1,200.0       | \$1,250.0      | \$1,300.0      | \$4,550.0      |
| Cost of Goods              | \$0.0           | \$0.0           | \$0.0           | \$0.0          | \$0.0          | \$0.0           | \$0.0            | \$25.0          | \$20.0         | \$90.0  | \$150.0        | \$285.0         | \$400.0         | \$600.0         | \$625.0        | \$650.0        | \$2,275.0      |
| Gross Profit               | \$0.0           | \$0.0           | \$0.0           | \$0.0          | \$0.0          | \$0.0           | \$0.0            | \$25.0          | \$80.0         | \$210.0 | \$350.0        | \$665.0         | \$400.0         | \$600.0         | \$625.0        | \$650.0        | \$2,275.0      |
| G&A                        | \$27.4          | \$53.9          | \$23.1          | \$15.0         | \$37.4         | \$38.0          | \$113.6          | \$40.0          | \$40.0         | \$40.0  | \$50.0         | \$170.0         | \$60.0          | \$70.0          | \$80.0         | \$100.0        | \$310.0        |
| R&D                        | \$0.0           | \$100.2         | \$27.6          | \$20.3         | \$20.2         | \$20.0          | \$88.1           | \$20.0          | \$20.0         | \$20.0  | \$20.0         | \$80.0          | \$20.0          | \$20.0          | \$20.0         | \$20.0         | \$80.0         |
| Marketing                  | \$0.0           | \$0.0           | \$0.0           | \$19.9         | \$29.0         | \$30.0          | \$78.9           | \$35.0          | \$50.0         | \$75.0  | \$100.0        | \$260.0         | \$150.0         | \$200.0         | \$200.0        | \$200.0        | \$750.0        |
| Total Operating Expenses   | \$27.4          | \$53.9          | \$23.1          | \$34.9         | \$66.4         | \$68.0          | \$192.5          | \$75.0          | \$90.0         | \$115.0 | \$150.0        | \$430.0         | \$210.0         | \$270.0         | \$280.0        | \$300.0        | \$1,060.0      |
| Operating Income           | (\$27.4)        | (\$53.9)        | (\$23.1)        | (\$34.9)       | (\$66.4)       | (\$68.0)        | (\$192.5)        | (\$50.0)        | (\$10.0)       | \$95.0  | \$200.0        | \$235.0         | \$190.0         | \$330.0         | \$345.0        | \$350.0        | \$1,215.0      |
| Operating income %         | NMF             | NMF             | NMF             | NMF            | NMF            | NMF             | NMF              | NMF             | NMF            | 32%     | 40%            | 25%             | 24%             | 28%             | 28%            | 27%            | 27%            |
| Total Other Items          | <u>(\$11.3)</u> | <u>(\$12.4)</u> | <u>(\$27.7)</u> | <u>(\$6.6)</u> | <u>(\$6.9)</u> | <u>(</u> \$6.0) | <u>(</u> \$47.2) | <u>(\$27.7)</u> | <u>(\$6.6)</u> | (\$6.0) | <u>(\$6.0)</u> | <u>(\$46.3)</u> | <u>(\$27.7)</u> | <u>(</u> \$6.6) | <u>(\$6.0)</u> | <u>(\$6.0)</u> | <u>(\$46.3</u> |
| Pre-Tax Income             | (\$38.6)        | (\$66.3)        | (\$50.8)        | (\$41.5)       | (\$73.3)       | (\$74.0)        | (\$239.7)        | (\$77.7)        | (\$16.6)       | \$89.0  | \$194.0        | \$188.7         | \$162.3         | \$323.4         | \$339.0        | \$344.0        | \$1,168.7      |
| Taxes (benefit)            | \$0.0           | \$0.0           | \$0.0           | \$0.0          | \$0.0          | \$0.0           | \$0.0            | \$0.0           | \$0.0          | \$0.0   | \$0.0          | \$0.0           | \$0.0           | \$0.0           | \$0.0          | \$0.0          | \$0.0          |
| Tax Rate                   | \$0.0           | \$0.0           | \$0.0           | \$0.0          | \$0.0          | \$0.0           | \$0.0            | \$0.0           | \$0.0          | \$0.0   | \$0.0          | \$0.0           | \$0.0           | \$0.0           | \$0.0          | \$0.0          | \$0.0          |
| Net Income (loss)          | (\$38.6)        | (\$166.5)       | (\$78.4)        | (\$61.9)       | (\$93.4)       | (\$94.0)        | (\$327.7)        | (\$62.7)        | (\$36.6)       | \$69.0  | \$174.0        | \$108.7         | \$142.3         | \$303.4         | \$319.0        | \$324.0        | \$1,088.7      |
| EPS, as reported           | (0.01)          | (0.03)          | (0.01)          | (0.01)         | (0.01)         | (0.02)          | (0.05)           | (0.01)          | (0.01)         | 0.01    | 0.03           | 0.02            | 0.02            | 0.05            | 0.05           | 0.05           | 0.17           |
| Diluted Shares Outstanding | 3,590           | 5,411           | 5,763           | 6.084          | 6,389          | 6,100           | 6,084            | 6.100           | 6,100          | 6,400   | 6,400          | 6,250           | 6.400           | 6.400           | 6.400          | 6.400          | 6,400          |

Source: Company reports and Litchfield Hills Research LLC



| December ending year                | FY2022E           | FY2021E        | FY2020E        | FY2019         |
|-------------------------------------|-------------------|----------------|----------------|----------------|
|                                     |                   |                |                |                |
| Balance sheet                       |                   |                |                |                |
| Current Assets                      |                   |                |                |                |
| Cash and S.T.I.                     | \$1,125.9         | \$83.5         | \$64.0         | \$23.6         |
| Accounts receivable                 | 2.0               | 1.0            | 0.5            | 2.8            |
| Inventories                         | 0.5               | 0.1            | 0.0            | 0.0            |
| Other assets                        | <u>0.1</u>        | <u>0.0</u>     | 0.0            | <u>0.0</u>     |
| Total Current Assets                | 1,128.5           | 84.6           | 64.5           | 26.3           |
| Net PP&E                            | 0.0               | 0.0            | 0.0            | 0.0            |
| Other non-current assets            | 0.0               | 0.0            | 0.0            | 0.0            |
| Total Assets                        | \$ <u>1,128.5</u> | \$ <u>84.6</u> | \$ <u>64.5</u> | \$ <u>26.3</u> |
| Current Liabilities                 |                   |                |                |                |
| Accounts payable                    | 0.2               | 1.0            | 35.0           | 20.9           |
| Advances due to related party       | 0.0               | 44.0           | 44.0           | 0.0            |
| Other current liabilities           | 0.0               | 0.2            | 0.0            | 0.0            |
| Total current liabilities           | 0.4               | 45.2           | 79.0           | 20.9           |
| Accrued interest expense            | 1.3               | 1.3            | 105.0          | 93.5           |
| Convertible note payable            | 400.0             | 400.0          | 400.0          | 341.7          |
| Total Liabilities                   | 401.7             | 446.5          | 584.0          | 456.1          |
| Stockholders' Equity                |                   |                |                |                |
| Preferred stock                     | 0.0               | 0.0            | 0.1            | 0.1            |
| Common stock                        | 0.0               | 0.0            | 0.6            | 0.6            |
| Additional paid-in-capital          | 1,200.0           | 1,200.0        | 1,150.0        | 990.9          |
| Retained earnings                   | (472.8)           | (1,561.5)      | (1,670.2)      | (1,421.3)      |
| Cum. trans. adj. and treasury stock | <u>(0.4)</u>      | <u>(0.4)</u>   | 0.0            | 0.0            |
| Total stockholders' equity          | <u>726.8</u>      | <u>(361.9)</u> | <u>(519.5)</u> | (429.8)        |
| Total Liabilities and equity        | \$1,128.5         | \$84.6         | \$64.5         | \$26.3         |

### Figure 6 – USA Equities Corp. – Balance Sheet (\$000)

Source: Company reports and Litchfield Hills Research LLC



### Figure 7 – USA Equities Corp. – Cash Flow (\$000)

| Cash Flow                     | 2022E      | 2021E    | 2020E      | <u>2019</u> |
|-------------------------------|------------|----------|------------|-------------|
| Net Income                    | \$1,088.67 | \$108.67 | (\$248.85) | (\$166.52)  |
| Accounts receivable           | (1.00)     | (0.50)   | 2.25       | (1.00)      |
| Inventories                   | (0.40)     | (0.10)   | 0.00       | 0.00        |
| Other assets                  | (0.10)     | 0.00     | 0.00       | 0.00        |
| PP&E                          | 0.00       | 0.00     | 0.00       | 0.00        |
| Intangibles net of depr.      | 0.00       | 0.00     | 0.00       | 0.00        |
| Long term assets              | 0.00       | 0.00     | 0.00       | 0.00        |
| Accounts payable              | (0.80)     | (34.00)  | 14.06      | 20.40       |
| Advances due to related party | (44.00)    | 0.00     | 44.00      | (109.98)    |
| Accrued interest expense      | 0.00       | 0.00     | 0.00       | (95.57)     |
| Other current liabilities     | 0.00       | 0.20     | 0.00       | 0.00        |
| Accrued interest expense      | 0.00       | (103.70) | 11.50      | 93.50       |
| Convertible note payable      | 0.00       | 0.00     | 58.31      | 12.51       |
| Preferred stock               | 0.00       | (0.11)   | 0.00       | 0.11        |
| Common stock                  | 0.00       | (0.57)   | 0.02       | 0.22        |
| Additional paid-in-capital    | 0.00       | 50.00    | 159.14     | 269.92      |
| Accumulated other comp. loss  | 0.00       | (0.40)   | 0.00       | 0.00        |
| Other                         |            |          |            |             |
| Total Cash Flow               | \$1,042.37 | \$19.49  | \$40.44    | \$23.59     |

Source: Company reports and Litchfield Hills Research LLC

#### Disclosures:

#### **Analyst Certification**

We, the Litchfield Hills Research Department, hereby certify that the views expressed in this research report accurately reflect our personal views about the subject company and the underlying securities.

#### **FINRA Compliant Research Report**

We, the Litchfield Hills Research Department, hereby certify that this report is compliant with FINRA research rules 2241, 3110, the analyst is registered with FINRA and the report has been reviewed by a Supervisory Analyst.

#### MiFID II Compliant Research Report

Our research is classified as minor non-monetary benefit under MiFID II. This applies to all forms of transmission, including email, website and financial platforms such as Bloomberg, FactSet, S&P Global, Refinitiv, Wind and 13 others. We do not seek payment from the asset management community and do not have any execution function. Investors can continue to receive our research under the MiFID II regime without the need for a contract for services to be put in place. This applies to all forms of transmission, including email, website and financial platforms.

#### Litchfield Hills Research LLC Rating System

- **BUY:** We expect the stock to provide a total return of 15% or more within a 12-month period.
- HOLD: We expect the stock to provide a total return of negative 15% to positive 15% within a 12-month period.
- SELL: We expect the stock to have a negative total return of more than 15% within a 12-month period.

Total return is defined as price appreciation plus dividend yield.

#### Other Disclosures



# USAQ-Buy-\$5 PT

Litchfield Hills Research, LLC ("LHR") is not a U.S. broker-dealer registered with the U.S. Securities and Exchange Commission nor a member of Financial Industry Regulatory Authority. The principal of LHR and publisher of this report, Theodore R. O'Neill, is a registered representative of Ascendiant Capital Markets, LLC ("Ascendiant"), a registered broker-dealer and FINRA member firm. Ascendiant considers Mr. O'Neill's association with LHR to be an "outside business activity" and is disclosed as such with FINRA. This report is not directed to, or intended for distribution to or use by, any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction where such distribution, publication, availability or use would be contrary to law or regulation or which would subject LHR or any divisions, subsidiaries or affiliates to any registration or licensing requirement within such jurisdiction.

All material presented in this report, unless specifically indicated otherwise, is under copyright to LHR and the subject company. None of the material, nor its content, nor any copy of it, may be altered in any way, transmitted to, copied or distributed to any other party, without the prior express written permission of LHR or the subject company. All trademarks, service marks and logos used in this report are trademarks, service marks, registered trademarks, or service marks of LHR or its affiliates. The information, tools and material presented in this report are provided to you for information purposes only and are not to be used or considered as an offer or the solicitation of an offer to sell or to buy or subscribe for securities or other financial instruments. LHR may not have taken any steps to ensure that the securities referred to in this report are suitable for any particular investor. The investments or services contained or referred to in this report may not be suitable for you and it is recommended that you consult an independent investment advisor if you are in doubt about such investments or investment or strategy is suitable, appropriate to your individual circumstances, or otherwise constitutes a personal recommendation to you. LHR does not offer advice on the tax consequences of investment and you are advised to contact an independent tax adviser. LHR believes the information and opinions in the Disclosure Appendix of this report are accurate and complete. Information and opinions presented in this report were obtained or derived from sources LHR believes are reliable, but LHR makes no representations as to their accuracy or completeness.

#### **Ownership and Material Conflicts of Interest**

The analyst owns no shares of the subject company. The analyst and his family have no known material conflicts of interest in authoring this report. No employees of Ascendiant Capital Markets, LLC own any material amount of USAQ stock or have any influence on the USAQ Board of Directors.

#### **Investment Banking and Fees for Services**

Litchfield Hills Research has not received compensation for advisory or investment banking services from the Company in the past 12 months. Ascendiant Capital Markets, LLC has not received compensation for advisory or investment banking services from the Company in the past 12 months. Litchfield Hills Research LLC has received compensation for distribution and investor targeting services. Ascendiant Capital Markets, LLC has not received compensation for non-investment banking services from the Company in the past 12 months.

#### Market Making

Neither Litchfield Hills Research, LLC nor Ascendiant Capital Markets, LLC makes a market in the subject company's securities.

Additional information is available upon request. LHR accepts no liability for loss arising from the use of the material presented in this report, except that this exclusion of liability does not apply to the extent that liability arises under specific statutes or regulations applicable to LHR. This report is not to be relied upon in substitution for the exercise of independent judgment.