
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 2, 2015

**GENERAL EMPLOYMENT
ENTERPRISES, INC**

(Exact name of registrant as specified in its charter)

<u>Illinois</u> (State or other jurisdiction of incorporation or organization)	<u>1-05707</u> (Commission File Number)	<u>36-6097429</u> (I.R.S. Employer Identification Number)
<u>184 Shuman Blvd., Ste. 420, Naperville, Illinois</u> (Address of principal executive offices)		<u>60563</u> (Zip Code)

Registrant's telephone number, including area code: (630) 954-0400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EXPLANATORY NOTE

This Form 8-K/A ("Amendment") amends and supplements the Current Report on Form 8-K filed on October 7, 2015 ("Original 8-K"), by General Employment Enterprises, Inc. (the "Company") to include the financial statements of Access Data Consulting Corporation., a Colorado corporation ("Access Data"), for the years ended December 31, 2014 and 2013; for the nine months ended September 30, 2015 and 2014, and pro forma financial information, pursuant to Item 9.01.

No other changes have been made to the Original 8-K. Except as reflected in Item 9.01 of this Amendment, this Amendment does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way the disclosures made in the Original 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Financial Statements of Businesses Acquired. The audited financial statements for the years ended December 31, 2014 and 2013 of Access Data, and the unaudited financial statements of Access Data for the nine months ended September 30, 2015 and 2014.

(b) Pro Forma Financial Information.

(d) Exhibits

Exhibit

No.	Description
4.1	Subordinated Nonnegotiable Promissory Note dated October 4, 2015 from General Employment Enterprises, Inc. to William Daniel Dampier and Carol Lee Dampier, incorporated by reference to form 8-K filed on October 7, 2015.
4.2	Promissory Note dated October 2, 2015 from General Employment Enterprises, Inc. to JAX Legacy – Investment 1, LLC, incorporated by reference to form 8-K filed on October 7, 2015.
10.1	Stock Purchase Agreement dated October 4, 2015 by and among General Employment Enterprises, Inc., William Daniel Dampier and Carol Lee Dampier, incorporated by reference to form 8-K filed on October 7, 2015.
10.2	Subordinated Security Agreement dated October 4, 2015 by and among General Employment Enterprises, Inc., William Daniel Dampier and Carol Lee Dampier, incorporated by reference to form 8-K filed on October 7, 2015.
10.3	Registration Rights Agreement dated October 2, 2015 by and between General Employment Enterprises, Inc. and JAX Legacy – Investment 1, LLC, incorporated by reference to form 8-K filed on October 7, 2015.
10.4	Subscription Agreement dated October 2, 2015 by and between General Employment Enterprises, Inc. and JAX Legacy – Investment 1, LLC, incorporated by reference to form 8-K filed on October 7, 2015.
23.1	Consent
99.1	Financial Statements of Businesses Acquired. In accordance with Item 9.01(a), audited financial statements for the years ended December 31, 2014 and 2013 of Access Data Consulting Corporation are filed with this Current Report as Exhibit 99.1.
99.2	Unaudited Financial Statements of Businesses Acquired. In accordance with Item 9.01(a), financial statements for the nine months ended September 30, 2015 and 2014 are filed with this Current Report as Exhibit 99.2.
99.3	Pro Forma Financial Information. In accordance with Item 9.01(b), our pro forma financial statements are filed with this Current Report as Exhibit 99.3.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENERAL EMPLOYMENT
ENTERPRISES, INC.

Date: December 17, 2015

By: /s/ Andrew J. Norstrud

Andrew J. Norstrud
Chief Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-204080) and the Registration Statement on Form S-8 (No. 333-207179), of our report dated April 29, 2015, except for Note 4 as to which date is December 17, 2015, relating to the financial statements of Access Data Consulting Corporation for years ended December 31, 2015 and 2014.

/s/ Causey Demgen & Moore P.C.

Denver, Colorado
December 17, 2015

Access Data Consulting Corporation

FINANCIAL STATEMENTS

December 31, 2014 and 2013

WITH

INDEPENDENT auditor's report

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INDEPENDENT AUDITOR'S REPORT

The Board of Directors of
Access Data Consulting Corporation

We have audited the accompanying financial statements of Access Data Consulting Corporation (the "Company"), which comprise the balance sheet as of December 31, 2014 and 2013, and the related statements of income, stockholders' equity and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Access Data Consulting Corporation as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Causey Demgen & Moore P.C.

Denver, Colorado
April 29, 2015, except for Note 4
as to which date is December 17, 2015

ACCESS DATA CONSULTING CORPORATION
BALANCE SHEET
December 31, 2014 and 2013

	2014	2013
<u>Assets</u>		
Current assets:		
Cash and cash equivalents	\$ 2,540,689	\$ 4,150,248
Trade accounts receivable, net of allowance for doubtful accounts of \$0	3,890,971	3,317,190
Prepaid and other current assets	40,396	96,230
Total current assets	6,472,056	7,563,668
Property and equipment:		
Equipment	54,739	50,684
Furniture and fixtures	52,405	53,935
Software	8,377	8,377
Leasehold improvements	-	115,333
	115,521	228,329
Less accumulated depreciation	(84,241)	(194,092)
Net property and equipment	31,280	34,237
Deposits and other assets	18,085	18,085
Total assets	\$ 6,521,421	\$ 7,615,990

BALANCE SHEET
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Accounts payable	\$ 397,981	\$ 544,676
Accrued salaries	285,855	246,972
Accrued payroll taxes	-	26,921
Other accrued expenses	22,240	8,964
	<u>706,076</u>	<u>827,533</u>
Total current liabilities		
Commitments and contingencies (Notes 2, 3 and 4)		
Stockholders' equity:		
Preferred stock, no par value, 100,000 shares authorized, none issued and outstanding	-	-
Common stock, no par value, 100,000 shares authorized, 75,000 shares issued and outstanding	128,427	128,427
Retained earnings	5,686,918	6,660,030
	<u>5,815,345</u>	<u>6,788,457</u>
Total stockholders' equity		
Total liabilities and stockholders' equity	<u>\$ 6,521,421</u>	<u>\$ 7,615,990</u>

ACCESS DATA CONSULTING CORPORATION
STATEMENT OF INCOME
For the Years Ended December 31, 2014 and 2013

	2014	2013
Revenue	\$21,167,470	\$20,383,143
Operating expenses:		
Compensation and benefits	12,421,992	11,583,136
Consulting contract wages	5,497,598	5,620,041
General and administrative	702,581	583,526
Total operating expenses	18,622,171	17,786,703
Net operating income	2,545,299	2,596,440
Other income/(expense):		
Interest income	1,383	2,867
Loss on sale of marketable securities	(2,573)	(148)
Loss on disposal of assets	-	(5,536)
Total other income/(expense)	(1,190)	(2,817)
Net income	\$ 2,544,109	\$ 2,593,623

ACCESS DATA CONSULTING CORPORATION
STATEMENT OF STOCKHOLDERS' EQUITY
For the Years Ended December 31, 2014 and 2013

	<u>Common stock</u>		<u>Retained earnings</u>	<u>Total stockholders' equity</u>
	<u>Shares</u>	<u>Amount</u>		
Balance, December 31, 2012	75,000	\$ 128,427	\$ 5,318,283	\$ 5,446,710
Net income, year ended				
December 31, 2013	-	-	2,593,623	2,593,623
Distributions, year ended				
December 31, 2013	-	-	(1,251,876)	(1,251,876)
Balance, December 31, 2013	75,000	128,427	6,660,030	6,788,457
Net income, year ended				
December 31, 2014	-	-	2,544,109	2,544,109
Distributions, year ended				
December 31, 2014	-	-	(3,517,221)	(3,517,221)
Balance, December 31, 2014	<u>75,000</u>	<u>\$ 128,427</u>	<u>\$ 5,686,918</u>	<u>\$ 5,815,345</u>

ACCESS DATA CONSULTING CORPORATION
STATEMENT OF CASH FLOWS
For the Years Ended December 31, 2014 and 2013

	2014	2013
Cash flows from operating activities:		
Net income	\$ 2,544,109	\$ 2,593,623
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,295	9,832
Loss on disposal of assets	-	5,536
Changes in assets and liabilities:		
Trade accounts receivable	(573,781)	287,037
Prepaid expenses and other assets	55,834	(24,260)
Accounts payable	(146,695)	190,571
Accrued expenses	<u>25,238</u>	<u>42,496</u>
Net cash provided by operating activities	1,913,000	3,104,835
Cash flows from investing activities:		
Acquisition of property, equipment and software	<u>(5,338)</u>	<u>(19,214)</u>
Net cash used in investing activities	<u>(5,338)</u>	<u>(19,214)</u>
Cash flows from financing activities:		
Distributions	<u>(3,517,221)</u>	<u>(1,251,876)</u>
Net cash used in financing activities	<u>(3,517,221)</u>	<u>(1,251,876)</u>
Net increase in cash and cash equivalents	(1,609,559)	1,833,745
Cash and cash equivalents beginning of year	<u>4,150,248</u>	<u>2,316,503</u>
Cash and cash equivalents end of year	<u>\$ 2,540,689</u>	<u>\$ 4,150,248</u>
Supplemental disclosure of cash paid for:		
Interest	<u>\$ -</u>	<u>\$ -</u>

ACCESS DATA CONSULTING CORPORATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

1. Organization and summary of significant accounting policies

Organization:

Access Data Consulting Corporation ("the Company") was incorporated in Colorado on November 18, 1988 for the purpose of providing information technology and staff augmentation services. The Company's services are utilized for the creation and implementation of software specific to its clients' needs. The Company's primary target markets include telecommunications, financial services, governmental and healthcare companies primarily in Colorado.

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents:

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Accounts receivable:

The Company calculates the allowance for doubtful accounts based on specific identification of uncollectible accounts. In prior years, write-offs have not been significant. As of December 31, 2014 and 2013, the Company's accounts receivable balances in excess of 90 days past due amounted to \$62,193 and \$1,556, respectively.

Property and equipment:

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets as follows:

Equipment	five to ten years
Furniture and fixtures	seven to ten years
Software	three years
Leasehold improvements	lease term

The costs of normal repairs and maintenance are charged to expense as incurred, while substantial renewals which prolong the useful life of the asset are capitalized. Depreciation charged to expense amounted to \$8,295 and \$9,832 for the years ended December 31, 2014 and 2013, respectively.

ACCESS DATA CONSULTING CORPORATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

1. Organization and summary of significant accounting policies (continued)

Fair value of financial instruments:

Cash, accounts receivable, accounts payable and accrued liabilities are carried in the financial statements in amounts which approximate fair value because of the short-term maturity of these instruments.

Investments in marketable securities:

Gains and losses on the sale of marketable securities are recorded on a trade-date basis. All securities held are considered trading securities.

Income taxes:

The Company's stockholders' have elected for the Company to be taxed as an "S Corporation" as provided by the Internal Revenue Code. In general, the corporate income or loss of an S Corporation is allocated to the stockholders for inclusion in their personal federal income tax returns. As the Company has been an "S" corporation since inception, there are no built-in gains tax issues and therefore no uncertain tax positions.

The Company is no longer subject to U.S. Federal income tax examinations for years prior to 2011. The Company is no longer subject to state income tax examinations for years prior to 2010.

Advertising costs:

All costs related to marketing and advertising are expensed in the period incurred. The Company incurred \$19,798 and \$19,613 in advertising costs for the years ended December 31, 2014 and 2013, respectively.

Revenue recognition:

Revenue generated from development and consulting services, other than that related to fixed-price contracts, is recognized at the time the service is performed.

Revenue from development and consulting services performed under fixed-price contracts is recognized on a percentage-of-completion basis. Revenue from these contracts is recognized in the proportion that costs incurred bear to total estimated costs at completion. Anticipated losses on fixed-price contracts are recognized in the period when the loss becomes evident.

Stock-based compensation:

The Company has adopted the provisions of *Accounting and Disclosure of Stock-based Compensation* for its employee stock compensation arrangements. Compensation expense is recognized when stock options are granted. During the years ended December 31, 2014 and 2013, the Company did not recognize any equity compensation expense as no options were granted or outstanding.

ACCESS DATA CONSULTING CORPORATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

1. Organization and summary of significant accounting policies (continued)

Concentration of credit risk:

Financial instruments which potentially subject the Company to credit risk consist principally of trade receivables and cash. The Company places its cash with a high quality financial institution. At December 31, 2014 and 2013, and at various times during the years ended December 31, 2014 and 2013, the balance exceeded the FDIC limits.

The Company has substantial business relationships with a few large customers. During the years ended December 31, 2014 and 2013, the following companies accounted for 10% or more of the Company's revenue:

	<u>2014</u>	<u>2013</u>
Customer A	42.48%	49.87%
Customer B	16.39%	*
Customer C	11.99%	15.31%
Customer D	*	10.00%

The following companies accounted for 10% or more of the Company's accounts receivable at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Customer A	50.52%	53.99%
Customer B	18.06%	14.48%
Customer E	13.36%	*

Recent accounting pronouncements:

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"), which provides guidance for revenue recognition. ASU 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets and supersedes the revenue recognition requirements in Topic 605, "Revenue Recognition," and most industry-specific guidance. This ASU also supersedes some cost guidance included in Subtopic 605-35, "Revenue Recognition- Construction-Type and Production-Type Contracts." ASU 2014-09's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under today's guidance, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for the Company beginning January 1, 2018 and, at that time, the Company may adopt the new standard under the full retrospective approach or the modified retrospective approach. Early adoption is not permitted. The Company is currently evaluating the method and impact the adoption of ASU 2014-09 will have on the Company's financial statements and disclosures.

ACCESS DATA CONSULTING CORPORATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

1. Organization and summary of significant accounting policies (continued)

In August 2014, the FASB issued ASU No. 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15"). ASU 2014-15 will explicitly require management to assess an entity's ability to continue as a going concern, and to provide related footnote disclosure in certain circumstances. The new standard will be effective for all entities in the first annual period ending after December 15, 2016. Earlier adoption is permitted. We are currently evaluating the impact of the adoption of ASU 2014-15.

2. Leases

At December 31, 2014, the Company had commitments under non-cancelable operating lease agreements for office space in Greenwood Village, Colorado and Colorado Springs, Colorado. In connection with the lease agreements, the Company has security deposits with the lessors totaling \$18,085.

Future minimum rental commitments due under the leases are as follows:

For the year ending December 31,	
2015	\$106,644
2016	141,085
2017	143,865
2018	146,645
2019	149,425
2020	37,530
Total future minimum rentals	<u>\$725,194</u>

Rent expense under operating lease agreements for the years ended December 31, 2014 and 2013 amounted to \$150,788 and \$120,414, respectively.

3. Employee savings plan

Beginning in 1999, the Company has maintained a 401(k) retirement savings plan ("the Plan") pursuant to which eligible employees may defer compensation for income tax purposes. Participation in the Plan is available to full-time employees who meet eligibility requirements. Eligible employees may contribute up to 90% of their base salary, subject to certain limitations. Company discretionary matching contributions to the Plan may be made as described in the Plan documents. For the years ended December 31, 2014 and 2013, respectively, the Company contributed \$96,401 and \$93,526 to the Plan, of which \$2,290 and \$23,470 were contributed out of existing forfeiture balances in the Plan.

ACCESS DATA CONSULTING CORPORATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

4. Subsequent events

On January 24, 2015, the Company settled a lawsuit brought against two former sales executives of the Company for breaches of his duty of loyalty to the Company and engaging in unfair competition. The former sales executives have agreed to pay the Company \$350,000 with \$50,000 paid on March 1, 2015 and the remainder due \$13,161 per month, including interest at the rate of 5%, for 24 months commencing April 1, 2015.

During 2015, the Company made distributions to its owners totaling \$5,093,774.

On October 4, 2015, the Company's shareholders entered into a stock sale agreement with General Employment Enterprises, Inc. ("GEE"). Pursuant to the terms of the agreement, the Company's shareholders sold 100% of the outstanding stock of the Company for \$13,000,000 plus or minus a net working capital adjustment, as defined in the agreement. At closing the shareholders received \$7,000,000 in cash, a \$3,000,000 note, \$2,000,000 in common stock of GEE and \$1,000,000 to be paid in cash in 90 days. An additional \$2,000,000 earnout payment may be received upon the satisfaction of certain earnout provisions for the fiscal year ended September 30, 2016.

Access Data Consulting Corporation
FINANCIAL STATEMENTS
SEPTEMBER 30, 2015 AND 2014

ACCESS DATA CONSULTING CORPORATION

BALANCE SHEET

September 30, 2015 and December 31, 2014

(Unaudited)

	<u>September</u> <u>30, 2015</u>	<u>December</u> <u>31, 2014</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 4,535,716	\$ 2,540,689
Receivable for lawsuit settlement	162,791	-
Trade accounts receivable, net of allowance for doubtful accounts of \$0	3,013,746	3,890,971
Prepaid and other current assets	<u>34,061</u>	<u>40,396</u>
Total current assets	7,746,314	6,472,056
Property and equipment:		
Equipment	60,681	54,739
Furniture and fixtures	52,405	52,405
Software	<u>8,377</u>	<u>8,377</u>
	121,463	115,521
Less accumulated depreciation	<u>(90,630)</u>	<u>(84,241)</u>
Net property and equipment	30,833	31,280
Receivable for lawsuit settlement	64,993	-
Deposits and other assets	<u>18,085</u>	<u>18,085</u>
Total assets	<u>\$ 7,860,225</u>	<u>\$ 6,521,421</u>

ACCESS DATA CONSULTING CORPORATION

BALANCE SHEET

September 30, 2015 and December 31, 2014

(Unaudited)

	<u>September 30, 2015</u>	<u>December 31, 2014</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 719,666	\$ 397,981
Accrued salaries	278,302	285,855
Other accrued expenses	<u>358,062</u>	<u>22,240</u>
Total current liabilities	1,356,030	706,076
Commitments and contingencies (Notes 2, 3 and 4)		
Stockholders' equity:		
Preferred stock, no par value, 100,000 shares authorized, none issued and outstanding	-	-
Common stock, no par value, 100,000 shares authorized, 75,000 shares issued and outstanding	128,427	128,427
Retained earnings	<u>6,375,768</u>	<u>5,686,918</u>
Total stockholders' equity	<u>6,504,195</u>	<u>5,815,345</u>
Total liabilities and stockholders' equity	<u>\$ 7,860,225</u>	<u>\$ 6,521,421</u>

ACCESS DATA CONSULTING CORPORATION
STATEMENT OF INCOME AND RETAINED EARNINGS
For the Nine Months Ended September 30, 2015 and 2014
(Unaudited)

	<u>2015</u>	<u>2014</u>
Revenue	\$14,183,254	\$16,149,339
Operating expenses:		
Compensation and benefits	7,821,224	9,548,762
Consulting contract wages	4,729,515	4,162,818
General and administrative	483,997	534,846
Total operating expenses	<u>13,034,736</u>	<u>14,246,426</u>
Net operating income	1,148,518	1,902,913
Other income/(expense):		
Interest income	8,332	1,096
Litigation settlement	350,000	-
Gain (loss) on sale of marketable securities	<u>-</u>	<u>(260)</u>
Total other income/(expense)	<u>358,332</u>	<u>836</u>
Net income	1,506,850	1,903,749
Retained earnings beginning of period	5,686,918	6,660,030
Distributions	<u>(818,000)</u>	<u>(3,482,000)</u>
Retained earnings end of period	<u>\$ 6,375,768</u>	<u>\$ 5,081,779</u>

ACCESS DATA CONSULTING CORPORATION
STATEMENT OF CASH FLOWS
For the Nine Months Ended September 30, 2015 and 2014
(Unaudited)

	2015	2014
Cash flows from operating activities:		
Net income	\$ 1,506,850	\$ 1,903,749
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,389	6,221
Changes in assets and liabilities:		
Receivable for lawsuit settlement	(227,784)	-
Trade accounts receivable	877,225	79,210
Prepaid and other current assets	6,335	59,580
Accounts payable	321,685	(115,022)
Accrued expenses	328,269	(10,188)
Net cash provided by operating activities	2,818,969	1,923,550
Cash flows from investing activities:		
Acquisition of property, equipment and software	(5,942)	(3,462)
Net cash used in investing activities	(5,942)	(3,462)
Cash flows from financing activities:		
Distributions	(818,000)	(3,482,000)
Net cash used in financing activities	(818,000)	(3,482,000)
Net increase (decrease) in cash and cash equivalents	1,995,027	(1,561,912)
Cash and cash equivalents beginning of period	2,540,689	4,150,248
Cash and cash equivalents end of period	\$ 4,535,716	\$ 2,588,336
Supplemental disclosure of cash paid for:		
Interest	\$ -	\$ -

Access Data Consulting Corporation
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2015 and 2014

1. Organization and summary of significant accounting policies

Organization:

Access Data Consulting Corporation ("the Company") was incorporated in Colorado on November 18, 1988 for the purpose of providing information technology and staff augmentation services. The Company's services are utilized for the creation and implementation of software specific to its clients' needs. The Company's primary target markets include telecommunications, financial services, governmental and healthcare companies primarily in Colorado.

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents:

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Accounts receivable:

The Company calculates the allowance for doubtful accounts based on specific identification of uncollectible accounts. In prior years, write-offs have not been significant. As of September 30, 2015 and 2014, the Company's accounts receivable balances in excess of 90 days past due amounted to \$21,659 and \$3,290, respectively.

Property and equipment:

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets as follows:

Equipment	five to ten years
Furniture	and fixtures seven to ten years
Software	three years
Leasehold improvements	lease term

The costs of normal repairs and maintenance are charged to expense as incurred, while substantial renewals which prolong the useful life of the asset are capitalized. Depreciation charged to expense amounted to \$6,389 and \$6,221 for the periods ended September 30, 2015 and 2014, respectively.

Access Data Consulting Corporation
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2015 and 2014

1. Organization and summary of significant accounting policies (continued)

Investments in marketable securities:

Gains and losses on the sale of marketable securities are recorded on a trade-date basis. All securities held are considered trading securities.

Income taxes:

The Company's stockholders' have elected for the Company to be taxed as an "S Corporation" as provided by the Internal Revenue Code. In general, the corporate income or loss of an S Corporation is allocated to the stockholders for inclusion in their personal federal income tax returns. As the Company has been an "S" corporation since inception, there are no built-in gains tax issues and therefore no uncertain tax positions.

The Company is no longer subject to U.S. Federal income tax examinations for years prior to 2011. The Company is no longer subject to state income tax examinations for years prior to 2010.

Advertising costs:

All costs related to marketing and advertising are expensed in the period incurred. The Company incurred \$3,256 and \$8,525 in advertising costs for the periods ended September 30, 2015 and 2014, respectively.

Revenue recognition:

Revenue generated from development and consulting services, other than that related to fixed-price contracts, is recognized at the time the service is performed.

Revenue from development and consulting services performed under fixed-price contracts is recognized on a percentage-of-completion basis. Revenue from these contracts is recognized in the proportion that costs incurred bear to total estimated costs at completion. Anticipated losses on fixed-price contracts are recognized in the period when the loss becomes evident.

Stock-based compensation:

The Company has adopted the provisions of *Accounting and Disclosure of Stock-based Compensation* for its employee stock compensation arrangements. Compensation expense is recognized when stock options are granted. During the periods ended September 30, 2015 and 2014, the Company did not recognize any equity compensation expense as no options were granted or outstanding.

Access Data Consulting Corporation
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2015 and 2014

1. Organization and summary of significant accounting policies (continued)

Concentration of credit risk:

Financial instruments which potentially subject the Company to credit risk consist principally of trade receivables and cash. The Company places its cash with a high quality financial institution. At September 30, 2015 and 2014, and at various times during the periods ended September 30, 2015 and 2014, the balance exceeded the FDIC limits.

The Company has substantial business relationships with a few large customers. During the periods ended September 30, 2015 and 2014, the following companies accounted for 10% or more of the Company's revenue:

	<u>2015</u>	<u>2014</u>
Customer A	26.3%	43.8%
Customer B	22.8%	16.0%
Customer C	*	11.8%
Customer D	14.6%	*

The following companies accounted for 10% or more of the Company's accounts receivable at September 30, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Customer A	17.0%	44.4%
Customer B	34.4%	19.6%

* less than 10%

Access Data Consulting Corporation
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2015 and 2014

2. Leases

At September 30, 2015, the Company had commitments under non-cancelable operating lease agreements for office space in Greenwood Village, Colorado and Colorado Springs, Colorado. In connection with the lease agreements, the Company has security deposits with the lessors totaling \$17,851.

Future minimum rental commitments due under the leases are as follows:

For the period ending September 30,	
2016	\$140,390
2017	143,170
2018	145,950
2019	148,730
2020	<u>75,060</u>
Total future minimum rentals	<u>\$653,300</u>

Access Data Consulting Corporation
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2015 and 2014

2. Leases (continued)

Rent expense under operating lease agreements for the periods ended September 30, 2015 and 2014 amounted to \$123,337 and \$73,208, respectively.

3. Employee savings plan

Beginning in 1999, the Company has maintained a 401(k) retirement savings plan ("the Plan") pursuant to which eligible employees may defer compensation for income tax purposes. Participation in the Plan is available to full-time employees who meet eligibility requirements. Eligible employees may contribute up to 90% of their base salary, subject to certain limitations. Company discretionary matching contributions to the Plan may be made as described in the Plan documents. For the periods ended September 30, 2015 and 2014, respectively, the Company contributed \$65,595 and \$73,827 to the Plan, of which \$0 and \$2,290 were contributed out of existing forfeiture balances in the Plan.

4. Subsequent events

During October 2015, the Company made distributions to its owners totaling \$4,275,774.

On October 4, 2015, the Company's shareholders entered into a stock sale agreement with General Employment Enterprises, Inc. ("GEE"). Pursuant to the terms of the agreement, the Company's shareholders sold 100% of the outstanding stock of the Company for \$13,000,000 plus or minus a net working capital adjustment, as defined in the agreement. At closing the shareholders received \$7,000,000 in cash, a \$3,000,000 note, \$2,000,000 in common stock of GEE and \$1,000,000 to be paid in cash in 90 days. An additional \$2,000,000 earnout payment may be received upon the satisfaction of certain earnout provisions for the fiscal year ended September 30, 2016.

GENERAL EMPLOYMENT ENTERPRISES, INC.
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

The following unaudited pro forma combined financial information is based on the historical financial statements of General Employment Enterprises, Inc. (the "Company") and Access Data Consulting Corporation ("Access"), after giving effect to the Company's acquisition of Access. The notes to the unaudited pro forma financial information describe the reclassifications and adjustments to the financial information presented.

The unaudited pro forma combined balance sheet as of June 30, 2015 and statements of operations for the nine month period ended June 30, 2015 and the year ended September 30, 2014, are presented as if the acquisition of Access had occurred on September 30, 2013 and were carried forward through each of the periods presented.

The allocation of the purchase price used in the unaudited pro forma combined financial information is based upon the respective fair values of the assets and liabilities of Access as of the date on which the Access Stock Purchase agreement was signed.

The unaudited pro forma combined financial information is not intended to represent or be indicative of the Company's consolidated results of operations or financial position that the Company would have reported had the Access acquisition been completed as of the dates presented, and should not be taken as a representation of the Company's future consolidated results of operation or financial position.

The unaudited pro forma combined financial information should be read in conjunction with the historical consolidated financial statements and accompanying notes of the Company included in the annual report on form 10-K for the year ended September 30, 2014.

GENERAL EMPLOYMENT ENTERPRISES, INC.
UNAUDITED PRO FORMA COMBINED BALANCE SHEET
AS OF JUNE 30, 2015
(UNAUDITED)

(In Thousands)

	<u>GENERAL EMPLOYMENT</u>	<u>ACCESS</u>	<u>PROFORMA ADJUSTMENTS</u>	<u>PROFORMA</u>
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents			(3)(4)	
	\$ 1,113	\$ 4,536	(3,691)(5)	\$ 1,958
Accounts receivable	5,625	3,014		8,639
Other current assets	503	196		699
Total current assets	<u>7,241</u>	<u>7,746</u>		<u>11,296</u>
Property and equipment, net	414	31		445
Goodwill	6,396	-	7,783(9)	14,179
Intangible assets, net	3,469	-	5,300(8)	8,769
Other assets	-	83		83
TOTAL ASSETS	<u>\$ 17,520</u>	<u>\$ 7,860</u>		<u>\$ 34,772</u>
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Short-term debt	\$ 3,197	\$ -		\$ 3,197
Accounts payable	547	720		1,267
Accrued compensation	1,448	278		1,726
Other current liabilities	540	358	1,445(6)	2,343
Total current liabilities	<u>5,732</u>	<u>1,356</u>		<u>8,533</u>
Other long-term liabilities	-	-	4,500(7)	4,500
Total long-term liabilities	-	-		4,500
Commitments and contingencies				
SHAREHOLDERS' EQUITY				
Preferred stock; no par value; authorized - 20,000 shares; issued and outstanding - none	8,118	-		8,118
Common stock, no-par value; authorized - 200,000 shares; issued and outstanding - 3,099 shares	16,597	128	(3)(2)	26,548
(Accumulated deficit) retained earnings	(12,927)	6,376	(6,376) ⁽²⁾	(12,927)
Total shareholders' equity	<u>11,788</u>	<u>6,504</u>		<u>21,739</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 17,520</u>	<u>\$ 7,860</u>		<u>\$ 34,772</u>

Adjustments to the Pro Forma Consolidated Balance Sheet

- (1) Represents the issuance of 327,869 shares of common stock valued at approximately \$2,197,000
- (2) Elimination of Access's Capital Stock and retained earnings as part of purchase accounting
- (3) Represents the issuance of 1,246,000 shares of common stock valued at approximately \$7,754,000
- (4) Represents the \$4,445,000 of estimated cash the Sellers transferred prior to closing of the transaction
- (5) Represents the \$7,000,000 of cash paid to sellers at closing
- (6) Represents the \$945,000 of cash paid to seller after working capital audit or 90 days, and the current portion of the loan, \$500,000
- (7) Represents the long-term portion of the loan, \$2,500,000 and the \$2,000,000 expected earnout
- (8) Represents the management estimated intangible asset as of closing date, to be verified post acquisition with full purchase price allocation
- (9) Represents the management estimated goodwill as of closing date, to be verified post acquisition with full purchase price allocation

See notes to unaudited pro forma combined financial information

GENERAL EMPLOYMENT ENTERPRISES, INC.
UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS
FOR THE NINE MONTHS ENDED JUNE 30, 2015
(UNAUDITED)

Nine months ended June 30, 2015
(In Thousands, Except Per Share Data)

	<u>GENERAL EMPLOYMENT</u>	<u>ACCESS</u>	<u>PROFORMA ADJUSTMENTS</u>	<u>PROFORMA</u>
NET REVENUES:				
Contract staffing services	\$ 26,048	\$ 14,183		\$ 40,231
Direct hire placement services	4,880	-		4,880
NET REVENUES	30,928	14,183		45,111
Cost of contract services	21,488	12,551		34,039
Selling, general and administrative expenses	9,578	484		10,062
Amortization of intangible assets	305	-	400(a)	705
INCOME (LOSS) FROM OPERATIONS	(443)	1,148		305
Change in fair value of derivative liability	(2,251)			(2,251)
Litigation Settlement)	
		350	(350(d))	
Interest expense	406	8		414
Loss on extinguishment of debt	(234)	-		(234)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAX PROVISION	(3,334)	1,140		(2,594)
Provision for income tax	-		(c)	-
INCOME (LOSS) FROM OPERATIONS	\$ (3,334)	\$ 1,140		\$ (2,594)
PREFERRED STOCK DIVIDEND	(207)			(207)
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDER	\$ (3,541)	\$ -		\$ (2,801)
BASIC LOSS PER SHARE	(1.26)	\$ -		\$ (0.64)
DILUTED LOSS PER SHARE	(1.26)	\$ -		\$ (0.59)
WEIGHTED AVERAGE NUMBER OF SHARES - BASIC	2,803	-	1,574(b)	4,377
WEIGHTED AVERAGE NUMBER OF SHARES -DILUTED	2,803	-	1,574(b)	4,377

(a) Represents estimated amortization of intangible assets related to Access

(b) Represents additional shares issued related to the acquisition and capital raise.

(c) Represents the estimated provision for income tax

(d) Represents the Litigation Settlement

See notes to unaudited pro forma combined financial information.

GENERAL EMPLOYMENT ENTERPRISES, INC.
UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2014
(UNAUDITED)

Year ended September 30, 2014
(In Thousands, Except Per Share Data)

	<u>GENERAL EMPLOYMENT</u>	<u>ACCESS</u>	<u>PROFORMA ADJUSTMENTS</u>	<u>PROFORMA</u>
NET REVENUES:				
Contract staffing services	\$ 32,723	\$ 21,167		\$ 53,890
Direct hire placement services	7,088	-		7,088
NET REVENUES	39,811	21,167		60,978
Cost of contract services	26,417	17,920		44,337
Selling, general and administrative expenses	13,709	702		14,411
Amortization of intangible assets	326	-	530(a)	856
INCOME (LOSS) FROM OPERATIONS	(641)	2,545		1,374
(Gain) on change in derivative liability	(47)			(47)
Loss on sale of marketable securities		2	(2)(e)	
Interest expense (income)	507	(1)		506
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAX PROVISION	(1,101)	2,544		915
Provision for income tax	(24)	-	(322)(c)	(346)
INCOME (LOSS) FROM CONTINUING OPERATIONS	\$ (1,125)	\$ 2,544		\$ 569
Loss from discontinued operations	(230)	-		(230)
NET INCOME (LOSS)	\$ (1,355)	\$ 2,544		\$ 339
BASIC AND DILUTED LOSS PER SHARE				
From continuing operations	\$ (0.40)	\$ -		\$ 0.13
From discontinued operations	\$ (0.08)	\$ -		\$ (0.05)
Total net loss per share	\$ (0.48)	\$ -		\$ 0.08
WEIGHTED AVERAGE NUMBER OF SHARES - BASIC AND DILUTED	2,830	-	1,574(b)	4,404

(a) Represents estimated amortization of intangible assets related to Access

(b) Represents additional shares issued related to the acquisition and capital raise.

(c) Represents the estimated provision for income tax

(e) Represents the gain or loss on sale of marketable securities

See notes to unaudited pro forma combined financial information.

GENERAL EMPLOYMENT ENTERPRISES, INC.
NOTES TO UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

1. BASIS OF PRO FORMA PRESENTATION

The unaudited pro forma combined balance sheet as of June 30, 2015, and the unaudited pro forma statements of operations for the nine months ended June 30, 2015 and the year ended September 30, 2014, are based on the historical financial statements of the Company and Access after giving effect to the Company's acquisition of Access and reclassification and adjustments described in the accompanying notes to the unaudited pro forma combined financial information.

The Company accounts for business combinations pursuant to Accounting Standards Codification ASC 805, *Business Combinations*. In accordance with ASC 805, the Company uses its best estimates and assumptions to accurately assign fair value to the assets acquired and the liabilities assumed at the acquisition date. Goodwill as of the acquisition date is measured as the excess of the purchase consideration over the fair value of the assets acquired and the liabilities assumed.

The fair values assigned to Access's assets acquired and liabilities assumed are based on management's estimates and assumptions. The estimated fair values of these assets acquired and liabilities assumed are considered preliminary and are based on the information that was available as of the date of acquisition. The Company believes that the information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed, but is waiting for additional information, primarily related to estimated values of current and non-current income taxes payable and deferred taxes, which are subject to change, pending the finalization of certain tax returns. The Company expects to finalize the valuation of the assets and liabilities as soon as practicable, but not later than one year from the acquisition date.

The unaudited pro forma combined financial information is not intended to represent or be indicative of the Company's consolidated results of operations or financial position that the Company would have reported had the Access acquisition been completed as of the dates presented, and should not be taken as a representation of the Company's future consolidated results of operation or financial position.

The unaudited pro forma combined financial information should be read in conjunction with the historical consolidated financial statements and accompanying notes of the Company included in the annual report on Form 10-K for the year ended September 30, 2014.

Accounting Periods Presented

For purposes of these unaudited pro forma combined financial information, Access's historical year end December 31, have been aligned to more closely conform to the Company's year end of September 30, as explained below. Certain pro forma adjustments were made to conform Access's accounting policies to the Company's accounting policies as noted below.

The unaudited pro forma combined balance sheet as of June 30, 2015 and the statements of operations for the nine months ended June 30, 2015 and the year ended September 30, 2014, are presented as if the acquisition of Access had occurred on September 30, 2013 and were carried forward through each of the periods presented.

Reclassifications

The Company reclassified certain accounts in the presentation of Access's historical financial statements in order to conform to the Company's presentation.

2. ACQUISITION OF ACCESS

On October 4, 2015 General Employment Enterprises, Inc. (the "Company") entered into a Stock Purchase Agreement (the "Access Data Agreement") with William Daniel Dampier and Carol Lee Dampier (collectively, the "Sellers"). Pursuant to the terms of the Access Data Agreement the Company acquired on October 4, 2015, 100% of the outstanding stock of Access Data Consulting Corporation., a Colorado corporation ("Access Data"), for a purchase price (the "Purchase Price") equal to \$13,000,000 plus or minus the NWC Adjustment Amount (as defined below) plus up to \$2 million of an "earnout".

The consideration shall be paid as follows:

- Cash Payment to Sellers. At the closing, the Company paid to Sellers \$7,000,000 in cash (the "Closing Cash Payment").
- Working Capital Reserve Fund. In addition to the Closing Cash Payment to Sellers, the Company shall pay to Sellers an additional \$1,000,000 (the "Working Capital Holdback"), plus or minus the NWC Adjustment Amount, in cash within twenty (20) days after the completion of an audit of Access Data's financial information from its most recent fiscal year end to the closing date, but in any event not later than ninety (90) days after the closing date.
- Purchase Price Adjustment – Working Capital. The Purchase Price will be adjusted (positively or negatively) based upon the difference in the book value of the "Closing Working Capital" as compared to the "Benchmark Working Capital" of \$2 million (such difference to be called the "NWC Adjustment Amount"). If the NWC Adjustment Amount is positive the Purchase Price will be increased by the NWC Adjustment Amount. If the NWC Adjustment Amount is negative, the Purchase Price will be decreased by the NWC Adjustment Amount. If the Purchase Price increases then the Company will pay to the Sellers the sum of the increase plus the Working Capital Holdback within twenty (20) days of a final determination. If the Purchase Price decreases then Sellers will pay the amount of the decrease to the Company within twenty (20) days of a final determination, which first shall be funded from the Working Capital Holdback held by the Company (which shall be credited to the Sellers). If the amount of the Purchase Price decrease exceeds the Working Capital Holdback then the Sellers will pay the difference to the Company within twenty (20) days of a final determination. If the Working Capital Holdback exceeds the payment due from the Sellers then the remaining balance of those funds after the payment to the Company shall be paid to the Sellers.
- Sellers' Promissory Notes At the closing, the Company delivered to the Sellers a Subordinated Nonnegotiable Promissory Note (the "Sellers' Promissory Note") executed by the Company in the aggregate principal amount of \$3 million. A copy of the Sellers' Promissory Note has been filed as Exhibit 4.1 to this Form 8-K. The Sellers' Promissory Note is secured by the certain collateral of the Company pursuant to a Security Agreement dated as of October 4, 2015 by and among the Company and the Sellers (the "Security Agreement"), a copy of which has been filed as Exhibit 10.2 to this Form 8-K. The descriptions of each of the Sellers' Promissory Note and the Security Agreement contained in this Current Report on the Form 8-K are qualified in their entirety by reference to Exhibits 4.1 and 10.2, respectively.
- Earnout Payment. Up to an additional \$2,000,000 (the "Earnout") may be paid by the Company to the Sellers with respect to the fiscal year ended September 30, 2016, subject to the satisfaction of certain earnout provisions contained in the Access Data Agreement. Any earnout payment to be paid by the Company shall be paid 50% in the form of cash and 50% in the form of shares of Company common stock.
- Payment of Shares of Company Common Stock. Two Million Dollars (\$2,000,000) of the Purchase Price will be paid in issued shares of common stock of the Company. The number of shares of common stock payable to the Sellers will be 327,869 shares at \$6.10 per share (the "Issue Price"); provided however, that if, during such twenty (20) day trading period, the Company pays a dividend in, splits, combines into a smaller number of shares, or issues by reclassification any additional shares of its common stock (a "Stock Event"), then the closing prices used in the above calculation shall be appropriately adjusted to provide the Sellers the same economic effect as contemplated by this Agreement prior to such action. If the closing price of the shares of the Company's common stock on the trading day immediately preceding the day on which the Issued Shares are first freely salable under Rule 144 (the "Rule 144 Date") is less than 90% of the Issue Price, then the Company shall make a one-time adjustment and shall promptly pay to the Sellers, in stock in the form of additional shares of common stock of the Company at the market value on the Rule 144 Date, the difference between the aggregate value of the Issued Shares at the Issue Price and the aggregate value of the Issued Shares at the closing price on the Rule 144 Date.

The Company utilized a portion of the proceeds from the public offering of common stock it completed on July 27, 2014 and a portion of the proceeds from the private placement of a \$4,185, 000 subordinated promissory note (the "Subordinated Note") to JAX Legacy – Investment 1, LLC, to finance the payment of the cash portion of the Purchase Price of Access Data.

Under the purchase method of accounting, the transaction was valued for accounting purposes at an estimated \$15,142,000, which was the estimated fair value of the consideration paid by the Company, after it was determined post-closing that the net working capital was only approximately \$1,945,000. The estimate was based on the consideration paid of \$2,197,000 based on 327,869 shares of common stock at the closing price on October 5, 2015 of \$6.70 per share, the estimated cash of approximately \$7,945,00 paid based on terms of the agreement, after agreement on the closing net working capital, the \$3,000,000 Promissory Note and the \$2,000,000 earn out.

The assets and liabilities of Access will be recorded at their respective fair values as of the closing date of the Access Agreement, and the following table summarizes these values based on the estimated balance sheet at October 4, 2015.

The intangibles will be recorded, based on the Company's estimate of fair value, which are expected to consist primarily of customer lists with an estimated life of five to ten years and goodwill. Upon completion of an independent purchase price allocation and valuation, the allocation intangible assets will be adjusted accordingly.

\$ 3,415	Assets Purchased
1,356	Liabilities Assumed
2,059	Net Assets Purchased
15,142	Purchase Price
<u>\$ 13,083</u>	Intangible Asset from Purchase

3. PRO FORMA ADJUSTMENTS

- (1) Represents the issuance of 327,869 shares of common stock valued at approximately \$2,197,000
 - (2) Elimination of Access's Capital Stock and retained earnings as part of purchase accounting
 - (3) Represents the issuance of 1,246,000 shares of common stock valued at approximately \$7,754,000
 - (4) Represents the \$4,445,000 of estimated cash the Sellers transferred prior to closing of the transaction
 - (5) Represents the \$7,000,000 of cash paid to sellers at closing
Represents the \$945,000 of cash paid to seller after working capital audit or 90 days, and the current portion of the loan, \$500,000
 - (6)
 - (7) Represents the long-term portion of the loan, \$2,500,000 and the \$2,000,000 expected earnout
Represents the management estimated intangible asset as of closing date, to be verified post acquisition with full
 - (8) purchase price allocation
Represents the management estimated goodwill as of closing date, to be verified post acquisition with full purchase
 - (9) price allocation
- (a) Represents estimated amortization of intangible assets related to Agile
 - (b) Represents additional shares issued related to the acquisition and capital raise.
 - (c) Represents the estimated provision for income tax
 - (d) Represents the Litigation Settlement
 - (e) Represents the gain or loss on sale of marketable securities

4. PUBLIC OFFERING

On July 22, 2015, the Company entered into an underwriting agreement (the "Underwriting Agreement") with Roth Capital Partners, LLC (the "Representative"), as the representative of the several underwriters identified therein (collectively, the "Underwriters"), pursuant to which the Company agreed to offer and sell up to 1,120,000 shares of the Company's common stock, no par value (the "Common Stock"), at a price of \$0.70 per share. Under the terms of the Underwriting Agreement, the Company has granted the Representative an option, exercisable for 30 days, to purchase up to an additional 168,000 shares of Common Stock to cover over-allotments, if any.

The Company received net proceeds from this offering, after deducting underwriting discounts and commissions and offering expenses payable by the Company of approximately \$7.8 million and issued 1,246,000 common shares, this includes the Underwriters exercise of the over-allotment option.

The offering was made pursuant to the Company's effective registration statements on Form S-3 (File No. 333- 204080), as amended and supplemented filed with the Securities and Exchange Commission (the "SEC").

The Company also issued warrants (the "Underwriter's Warrant") to the Underwriters to purchase up to a total of 124,600 shares of Common Stock, at a price of \$8.40 per common share and are exercisable for five years. The Underwriter's Warrant has a seven-year piggyback registration right with respect to shares of common stock underlying the Underwriter's Warrant from the date of the Underwriting Agreement.