

NEOMEDIA TECHNOLOGIES INC
Form 10-Q/A
September 14, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10 – Q/A
(Amendment No. 1)

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

For the quarterly period ended June 30, 2011

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

For the transition period from _____ to _____

Commission File Number 0-21743

NeoMedia Technologies, Inc.
(Exact Name of Issuer as Specified In Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-3680347
(I.R.S. Employer
Identification No.)

Two Concourse Parkway, Suite 500, Atlanta, GA 30328
(Address, including zip code, of principal executive offices)

678-638-0460
(Registrants' telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act.

Large accelerated Accelerated filer o Non-accelerated filer Smaller Reporting
filer o o Company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The number of outstanding shares of the registrant’s Common Stock on August 8, 2011 was 219,257,318.

Explanatory Note

The sole purpose of this Amendment No. 1 on Form 10-Q/A to our Quarterly Report on Form 10-Q for the period ended June 30, 2011 originally filed with the Securities and Exchange Commission (the "SEC") on August 12, 2011 (the "Form 10-Q"), is to furnish Exhibit 101 to the Form 10-Q, which contains the XBRL (eXtensible Business Reporting Language) Interactive Data File for the financial statements and notes included in Part I of the Form 10-Q, in accordance with Rule 405 (a)(2)(ii) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way, disclosures made in the original Form 10-Q. Accordingly, this amendment should be read in conjunction with the original Form 10-Q filing, as well as our other filings made with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the original filing of the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 6. Exhibits

(a) Exhibits:

| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|---|----------------|-------|---------|-------------|
| * 3.1 | Articles of Incorporation of Dev-Tech Associates, Inc. and amendment thereto | | SB-2 | 3.1 | 11/25/1996 |
| * 3.2 | By-laws of NeoMedia Technologies, Inc. | | 8-K | 3.2 | 12/21/2010 |
| * 3.3 | Restated Certificate of Incorporation of DevSys, Inc. | | SB-2 | 3.3 | 11/25/1996 |
| * 3.4 | Articles of Merger and Agreement and Plan of Merger of DevSys, Inc and Dev-Tech Associates, Inc. | | SB-2 | 3.5 | 11/25/1996 |
| * 3.5 | Certificate of Merger of Dev-Tech Associates, Inc. into DevSys, Inc. | | SB-2 | 3.6 | 11/25/1996 |
| * 3.6 | Articles of Incorporation of Dev-Tech Migration, Inc. and amendment thereto | | SB-2 | 3.7 | 11/25/1996 |
| * 3.7 | Restated Certificate of Incorporation of DevSys Migration, Inc. | | SB-2 | 3.9 | 11/25/1996 |
| * 3.8 | Form of Agreement and Plan of Merger of Dev-Tech Migration, Inc. into DevSys Migration, Inc. | | SB-2 | 3.11 | 11/25/1996 |
| * 3.9 | Form of Certificate of Merger of Dev-Tech Migration, Inc. into DevSys Migration, Inc. | | SB-2 | 3.12 | 11/25/1996 |
| * 3.10 | Certificate of Amendment to Certificate of Incorporation of DevSys, Inc. changing our name to NeoMedia Technologies, Inc. | | SB-2 | 3.13 | 11/25/1996 |
| * 3.11 | Form of Certificate of Amendment to Certificate of Incorporation of NeoMedia Technologies, Inc. authorizing a reverse stock split | | SB-2 | 3.14 | 11/25/1996 |
| * 3.12 | Form of Certificate of Amendment to Restated Certificate of Incorporation of NeoMedia Technologies, Inc. increasing authorized capital and creating preferred stock | | SB-2 | 3.15 | 11/25/1996 |
| * 3.13 | Certificate of Amendment to the Certificate of Designation of the Series "C" Convertible Preferred Stock date January 5, 2010. | | 8-K | 3.1 | 1/11/2010 |
| * 3.14 | Certificate of Designation of the Series "D" Convertible Preferred Stock date January 5, 2010. | | 8-K | 3.2 | 1/11/2010 |
| * 3.15 | Certificate of Amendment to the Certificate of Designation of the Series "D" Convertible Preferred Stock dated January 7, 2010 | | 8-K | 3.3 | 1/11/2010 |
| * 3.16 | Certificate of amendment to the certificate of designation of the series D convertible preferred stock issued by the Company to YA Global dated January 5, 2010. | | 8-K | 3.1 | 3/11/2010 |
| * 10.1 | Warrant dated March 30, 2005, granted by NeoMedia to Thornhill Capital LLC | | S-3/A | 10.12 | 7/18/2005 |
| * 10.2 | Warrant dated March 30, 2005, granted by NeoMedia to Cornell Capital Partners LP | | S-3/A | 10.13 | 7/18/2005 |
| * 10.3 | | | 8-K | 16.1 | 2/21/2006 |

| | | | | |
|--------|--|-----|------|-----------|
| | Definitive Sale and Purchase Agreement between NeoMedia and Gavitec | | | |
| * 10.4 | Definitive Sale and Purchase Agreement between NeoMedia and Sponge | 8-K | 16.1 | 2/22/2006 |
| * 10.5 | Investment Agreement, dated February 17, 2006 between NeoMedia and Cornell Capital Partners | 8-K | 10.1 | 2/21/2006 |
| * 10.6 | Investor Registration Rights Agreement, dated February 17, 2006 between NeoMedia and Cornell Capital Partners | 8-K | 10.2 | 2/21/2006 |
| * 10.7 | Irrevocable Transfer Agent Instruction, dated February 17, 2006, by and among NeoMedia, Cornell Capital Partners and American Stock Transfer & Trust Co. | 8-K | 10.3 | 2/21/2006 |

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|--|----------------|------|---------|-------------|
| * 10.8 | Warrant, dated February 17, 2006 | | 8-K | 10.4 | 2/21/2006 |
| * 10.9 | Warrant, dated February 17, 2006 | | 8-K | 10.5 | 2/21/2006 |
| * 10.10 | Warrant, dated February 17, 2006 | | 8-K | 10.6 | 2/21/2006 |
| * 10.11 | Assignment Agreement, dated February 17, 2006 by NeoMedia and Cornell Capital Partners | | 8-K | 10.7 | 2/21/2006 |
| * 10.12 | Assignment of Common Stock, dated February 17, 2006 between NeoMedia and Cornell Capital Partners | | 8-K | 10.8 | 2/21/2006 |
| * 10.13 | Securities Purchase Agreement, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.1 | 8/30/2006 |
| * 10.14 | Investor Registration Rights Agreement, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.2 | 8/30/2006 |
| * 10.15 | Pledge and Security Agreement, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.3 | 8/30/2006 |
| * 10.16 | Secured Convertible Debenture, dated August 24, 2006, issued by the Company to Cornell Capital Partners, LP | | 8-K | 10.4 | 8/30/2006 |
| * 10.17 | Irrevocable Transfer Agent Instructions, dated August 24, 2006, by and among the Company, Cornell Capital Partners, LP and American Stock Transfer & Trust Co. | | 8-K | 10.5 | 8/30/2006 |
| * 10.18 | A Warrant, dated August 24, 2006 | | 8-K | 10.6 | 8/30/2006 |
| * 10.19 | B Warrant, dated August 24, 2006 | | 8-K | 10.7 | 8/30/2006 |
| * 10.20 | C Warrant, dated August 24, 2006 | | 8-K | 10.8 | 8/30/2006 |
| * 10.21 | D Warrant, dated August 24, 2006 | | 8-K | 10.9 | 8/30/2006 |
| * 10.22 | Amendment to Warrant No. CCP-002, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.1 | 8/30/2006 |
| * 10.23 | Amendment to "A" Warrant No. CCP-001, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.11 | 8/30/2006 |
| * 10.24 | Amendment to "B" Warrant No. CCP-002, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.12 | 8/30/2006 |
| * 10.25 | Amendment to "C" Warrant No. CCP-003, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.13 | 8/30/2006 |
| * 10.26 | Definitive share purchase and settlement agreement between NeoMedia and Sponge, dated November 14, 2006 | | 8-K | 16.1 | 11/20/2006 |
| * 10.27 | Securities Purchase Agreement, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.1 | 1/8/2007 |
| * 10.28 | Investor Registration Rights Agreement, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.2 | 1/8/2007 |
| * 10.29 | Secured Convertible Debenture, dated December 29, 2006, issued by the Company to Cornell Capital Partners, LP | | 8-K | 10.3 | 1/8/2007 |
| * 10.30 | Irrevocable Transfer Agent Instructions, dated December 29, 2006, by and among the Company, Cornell Capital | | 8-K | 10.4 | 1/8/2007 |

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| | Partners, LP and American Stock Transfer & Trust Co. | | | |
| * 10.31 | A Warrant, dated December 29, 2006 | 8-K | 10.5 | 1/8/2007 |
| * 10.32 | Amendment to Warrant No. CCP-002, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K | 10.6 | 1/8/2007 |
| * 10.33 | Amendment to "A" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K | 10.7 | 1/8/2007 |
| * 10.34 | Amendment to "B" Warrant No. CCP-002, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K | 10.8 | 1/8/2007 |
| * 10.35 | Amendment to "C" Warrant No. CCP-003, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K | 10.9 | 1/8/2007 |
| * 10.36 | Amendment to "A" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K | 10.1 | 1/8/2007 |
| * 10.37 | Amendment to "B" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K | 10.11 | 1/8/2007 |
| * 10.38 | Amendment to "C" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K | 10.12 | 1/8/2007 |

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|--|----------------|-------|---------|-------------|
| * 10.39 | Securities Purchase Agreement, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | | 8-K | 10.13 | 1/8/2007 |
| * 10.40 | Amendment Agreement I to the Sale and Purchase Agreement between NeoMedia and certain former shareholders of Gavitec AG, dated January 23, 2007 | | 8-K | 10.1 | 1/29/2007 |
| * 10.41 | Consulting Agreement between the Company and SKS Consulting of South Florida Corp. | | 8-K | 10.1 | 2/6/2007 |
| * 10.42 | Securities Purchase Agreement between NeoMedia and Cornell Capital Partners LP, dated March 27, 2007 | | 8-K | 10.1 | 3/27/2007 |
| * 10.43 | Investor Registration Rights Agreement between NeoMedia and Cornell Capital Partners LP, dated March 27, 2007 | | 8-K | 10.2 | 3/27/2007 |
| * 10.44 | Secured Convertible Debenture, issued by NeoMedia to Cornell Capital Partners, LP, dated March 27, 2007 | | 8-K | 10.3 | 3/27/2007 |
| * 10.45 | Irrevocable Transfer Agent Instructions, by and among NeoMedia, Cornell Capital Partners, LP and Worldwide Stock Transfer, dated March 27, 2007 | | 8-K | 10.4 | 3/27/2007 |
| * 10.46 | Warrant, issued by NeoMedia to Cornell Capital Partners, LP, dated March 27, 2007 | | 8-K | 10.5 | 3/27/2007 |
| * 10.47 | Master Amendment Agreement, by and between NeoMedia and Cornell Capital Partners, LP, dated March 27, 2007 | | 8-K | 10.6 | 3/27/2007 |
| * 10.48 | Security Agreement, by and between NeoMedia and Cornell Capital Partners, LP, dated on or about August 24, 2006 | | 8-K | 10.7 | 3/27/2007 |
| * 10.49 | Security Agreement, by and between NeoMedia and Cornell Capital Partners, LP, dated March 27, 2007 | | 8-K | 10.8 | 3/27/2007 |
| * 10.50 | Security Agreement (Patent), by and between NeoMedia and Cornell Capital Partners, LP, dated March 27, 2007 | | 8-K | 10.9 | 3/27/2007 |
| * 10.51 | Pledge Shares Escrow Agreement, by and between NeoMedia and Cornell Capital Partners, dated March 27, 2007 | | 8-K | 10.1 | 3/27/2007 |
| * 10.52 | Completion of Acquisition of Disposition of Assets of BSD Software Inc. | | 8-K/A | 10.1 | 6/8/2007 |
| * 10.53 | Registration Rights Agreement, by and between NeoMedia and YA Global Investments, L.P., dated August 24, 2007 | | 8-K | 10.1 | 8/30/2007 |
| * 10.54 | Secured Convertible Debenture, issued by NeoMedia to YA Global Investments, dated August 24, 2007 | | 8-K | 10.2 | 8/30/2007 |
| * 10.55 | Irrevocable Transfer Agent Instructions, by and among NeoMedia, YA Global Investments, L.P. and Worldwide Stock Transfer, LLC, dated August 24, 2007 | | 8-K | 10.3 | 8/30/2007 |
| * 10.56 | Warrant issued by NeoMedia to YA Global Investments, L.P., dated August 24, 2007 | | 8-K | 10.4 | 8/30/2007 |
| * 10.57 | Repricing Agreement, by and between NeoMedia and YA Global Investments, L.P., dated August 24, 2007 | | 8-K | 10.5 | 8/30/2007 |
| * 10.58 | | | 8-K | 10.6 | 8/30/2007 |

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| | Security Agreement, by and between NeoMedia and YA Global Investments, L.P., dated August 24, 2007 | | | |
| * 10.59 | Security Agreement (Patent), by and between NeoMedia and YA Global Investments, L.P., dated August 24, 2007 | 8-K | 10.7 | 8/30/2007 |
| * 10.60 | Secured Convertible Debenture, dated April 11, 2008, issued by the Company to YA Global Investments, L.P. | 8-K | 10.1 | 4/17/2008 |
| * 10.61 | Secured Convertible Debenture, dated May 16, 2008, issued by the Company to YA Global Investments, L.P. | 8-K | 10.1 | 5/22/2008 |
| * 10.62 | Warrant, dated May 16, 2008, issued by the Company to YA Global Investments, L.P. | 8-K | 10.2 | 5/22/2008 |

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|---|----------------|------|---------|-------------|
| * 10.63 | Secured Convertible Debenture, dated May 30, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.1 | 6/5/2008 |
| * 10.64 | Warrant, dated May 30, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 6/5/2008 |
| * 10.65 | Settlement Agreement and Release, dated June 3, 2008, by and between the Company and William Hoffman | | 8-K | 10.5 | 6/5/2008 |
| * 10.66 | Employment Agreement, dated June 10, 2008, by and between NeoMedia Technologies, Inc. and Iain McCready | | 8-K | 10.1 | 6/16/2008 |
| * 10.67 | Secured Convertible Debenture, dated July 10, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.1 | 7/16/2008 |
| * 10.68 | Securities Purchase Agreement, dated July 29, 2008, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 8/4/2008 |
| * 10.69 | Secured Convertible Debenture, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 8/4/2008 |
| * 10.70 | Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.3 | 8/4/2008 |
| * 10.71 | Patent Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.4 | 8/4/2008 |
| * 10.72 | Warrant 9-1A, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.5 | 8/4/2008 |
| * 10.73 | Warrant 9-1B, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.6 | 8/4/2008 |
| * 10.74 | Warrant 9-1C, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.7 | 8/4/2008 |
| * 10.75 | Warrant 9-1D, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.8 | 8/4/2008 |
| * 10.76 | Escrow Agreement, dated July 29, 2008, by and among the Company, YA Global Investments, L.P., Yorkville Advisors, LLC and David Gonzalez, Esq. | | 8-K | 10.9 | 8/4/2008 |
| * 10.77 | Irrevocable Transfer Agent Instructions, dated July 29, 2008, by and among the Company, the Investor, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.1 | 8/4/2008 |
| * 10.78 | Letter Agreement, dated September 24, 2008, by and among NeoMedia Technologies, Inc. and YA Global Investments, L.P. | | 8-K | 10.1 | 10/1/2008 |
| * 10.79 | Second Secured Convertible Debenture, dated October 28, 2008, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 11/3/2008 |
| * 10.80 | Revised Exhibit A to Escrow Agreement, dated October 28, 2008 | | 8-K | 10.12 | 11/3/2008 |
| * 10.81 | Letter Agreement, dated March 27, 2009, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.13 | 4/13/2009 |
| * 10.82 | | | 8-K | 10.14 | 4/13/2009 |

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| | Amendment Agreement, dated April 6, 2009, by and between the Company and YA Global Investments, L.P. | | | |
| * 10.83 | Third Secured Convertible Debenture (first closing), dated April 6, 2009, issued by the Company to YA Global Investments, L.P. | 8-K | 10.15 | 4/13/2009 |
| * 10.84 | Waiver, effective as of December 31, 2008, by and between the Company and YA Global Investments, L.P. | 8-K | 10.16 | 4/13/2009 |
| * 10.85 | Fourth Secured Convertible Debenture (second amended third closing), dated May 1, 2009, issued by the Company to YA Global Investments, L.P. | 8-K | 10.15 | 5/7/2009 |

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|--|----------------|------|---------|-------------|
| * 10.86 | Agreement, dated June 5, 2009 (Additional Agreement), by and between the Company and YA Global Investments, L.P. | | 8-K | 10.16 | 6/5/2009 |
| * 10.87 | Fifth Convertible Debenture (Additional Agreement closing), dated June 5, 2009, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.17 | 6/5/2009 |
| * 10.88 | Agreement, dated July 15, 2009 (Second Additional Agreement), by and between the Company and YA Global Investments, L.P. | | 8-K | 10.18 | 7/21/2009 |
| * 10.89 | Sixth Convertible Debenture dated July 15, 2009, (Second Additional Debenture), issued by the Company to YA Global Investments, L.P. | | 8-K | 10.19 | 7/21/2009 |
| * 10.90 | Agreement, dated July 17, 2009, by and between the Company and Silver Bay Software, LLC. | | 8-K | 10.20 | 7/21/2009 |
| * 10.91 | Agreement, dated July 17, 2009, by and between the Company and Mr. Greg Lindholm. | | 8-K | 10.21 | 7/21/2009 |
| * 10.92 | Non-Exclusive License Agreement between the Company and Mobile Tag, Inc. dated July 28, 2009 | | 8-K | 10.1 | 7/30/2009 |
| * 10.93 | Agreement dated August 14, 2009 (Third Additional Agreement) by and between the Company and Y.A. Global Investments, L.P. | | 10-Q | 10.124 | 8/14/2009 |
| * 10.94 | Seventh Convertible Debenture dated August 14, 2009 (Fifth Additional Debenture) issued by the Company to Y.A. Global Investments, L.P. | | 10-Q | 10.125 | 8/14/2009 |
| * 10.95 | Non-exclusive License Agreement with exclusive right to sub-license provision between Company and Neustar, Inc. dated October 2, 2009. | | 8-K | 10.1 | 10/6/2009 |
| * 10.96 | Non-Exclusive License Agreement to use the Licenced Platform between the Company and Brand Extension Mobile Solutions, S.A., a Madrid (Spain) corporation ("BEMS"), dated October 7, 2009. | | 8-K | 10.1 | 10/13/2009 |
| * 10.97 | Settlement Agreement and non-exclusive license and a sublicense between the Company and Scanbuy, Inc., dated October 16, 2009. | | 8-K | 10.1 | 10/20/2009 |
| * 10.98 | Investment Agreement between Company and YA Global dated January 5, 2010. | | 8-K | 10.1 | 1/11/2010 |
| * 10.99 | Irrevocable Transfer Agent Instructions letter issued by Company to WorldWide Stock Transfer, LLC dated January 5, 2010. | | 8-K | 10.2 | 1/11/2010 |
| * 10.100 | Monitoring Fee Escrow Agreement between Company and YA Global dated January 5, 2010. | | 8-K | 10.3 | 1/11/2010 |
| * 10.101 | Investor Registration Rights Agreement between Company and YA Global dated January 5, 2010. | | 8-K | 10.4 | 1/11/2010 |
| * 10.102 | Issuance of Warrants by Company to YA Global dated January 5, 2010. | | 8-K | 10.5 | 1/11/2010 |
| * 10.103 | | | 8-K | 10.6 | 1/11/2010 |

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| | Amendment to the August 24, 2006 Secured Convertible Debenture No. CCP-1 between the Company and YA Global dated January 5, 2010. | | | |
| * 10.104 | Amendment to the December 29, 2006 Secured Convertible Debenture No. CCP-2 between the Company and YA Global dated January 5, 2010. | 8-K | 10.7 | 1/11/2010 |
| * 10.105 | Amendment to the March 27, 2007 Secured Convertible Debenture No. NEOM-4-1 between the Company and YA Global dated January 5, 2010. | 8-K | 10.8 | 1/11/2010 |

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|---|----------------|------|---------|-------------|
| * 10.106 | Amendment to the August 24, 2007 Secured Convertible Debenture No. NEOM-1-1 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.9 | 1/11/2010 |
| * 10.107 | Amendment to the April 11, 2008 Secured Convertible Debenture No. NEO-2008-1 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.10 | 1/11/2010 |
| * 10.108 | Amendment to the May 16, 2008 Secured Convertible Debenture No. NEO-2008-2 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.11 | 1/11/2010 |
| * 10.109 | Amendment to the May 29, 2008 Secured Convertible Debenture No. NEO-2008-3 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.12 | 1/11/2010 |
| * 10.110 | Amendment to the July 10, 2008 Secured Convertible Debenture No. NEO-2008-4 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.13 | 1/11/2010 |
| * 10.111 | Amendment to the July 29, 2008 Secured Convertible Debenture No. NEOM-9-1 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.14 | 1/11/2010 |
| * 10.112 | Amendment to the October 28, 2008 Secured Convertible Debenture No. NEOM-9-2 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.15 | 1/11/2010 |
| * 10.113 | Amendment to the May 1, 2009 Secured Convertible Debenture No. NEOM-9-4 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.16 | 1/11/2010 |
| * 10.114 | Amendment to the June 5, 2009 Secured Convertible Debenture No. NEOM-9-5 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.17 | 1/11/2010 |
| * 10.115 | Amendment to the July 15, 2009 Secured Convertible Debenture No. NEOM-9-6 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.18 | 1/11/2010 |
| * 10.116 | Amendment to the August 14, 2009 Secured Convertible Debenture No. NEOM-9-7 between the Company and YA Global dated January 5, 2010. | | 8-K | 10.19 | 1/11/2010 |
| * 10.117 | Amendment to the July 29, 2008 Secured Convertible Debenture No. NEOM-9-1B between the Company and YA Global dated January 5, 2010. | | 8-K | 10.20 | 1/11/2010 |
| * 10.118 | Amendment to the July 29, 2008 Secured Convertible Debenture No. NEOM-9-1C between the Company and YA Global dated January 5, 2010. | | 8-K | 10.21 | 1/11/2010 |
| * 10.119 | Amendment to the July 29, 2008 Secured Convertible Debenture No. NEOM-9-1D between the Company and YA Global dated January 5, 2010. | | 8-K | 10.22* | 1/11/2010 |
| * 10.120 | Amendment of employment agreement entered into on June 10, 2008 between the company and Iain A. McCready. | | 8-K | 10.2 | 1/20/2010 |
| * 10.121 | | | 8-K | 10.1 | 1/28/2010 |

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Amended and restated licensing agreement dated October 2, 2009 with NeuStar, Inc.

| | | | | |
|----------|---|-----|------|-----------|
| * 10.122 | Agreement with Neu Star, Inc., dated February 12, 2010 (the Neu Star Mobile Codes Pilot Program Agreement). | 8-K | 10.1 | 2/16/2010 |
| * 10.123 | First amendment to the investment agreement between Company and YA Global dated January 5, 2010. | 8-K | 10.1 | 3/11/2010 |
| * 10.124 | Special meeting of shareholders held March 30, 2010. | 8-K | 10.1 | 4/2/2010 |
| * 10.125 | Notification of new trading symbol "NEOMD" beginning May 10, 2010. | 8-K | | 5/11/2010 |

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|--|----------------|------|---------|-------------|
| * 10.126 | Securities Purchase Agreement, dated May 27, 2010, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 6/3/2010 |
| * 10.127 | Secured Convertible Debenture, dated May 27, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 6/3/2010 |
| * 10.128 | Warrant No. 0510, dated May 27, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 6/3/2010 |
| * 10.129 | Global Warrant Amendment, dated May 27, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.4 | 6/3/2010 |
| * 10.130 | Ratification Agreement, dated May 27, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.7 | 6/3/2010 |
| * 10.131 | Irrevocable Transfer Agent Instructions, dated May 27, 2010, by and among the Company, the Investor, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.1 | 6/3/2010 |
| * 10.132 | Agreement, dated August 13, 2010, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 8/19/2010 |
| * 10.133 | Secured Convertible Debenture, No. NEOM-10-2, dated August 13, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 8/19/2010 |
| * 10.134 | Warrant, No. NEOM-0810, dated August 13, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 8/19/2010 |
| * 10.135 | Agreement on the Pledge of Intellectual Property Rights as Collateral, dated August 13, 2010, by and between the Company's wholly-owned subsidiary NeoMedia Europe AG, and YA Global Investments, L.P. | | 8-K | 10.6 | 8/19/2010 |
| * 10.136 | Second Ratification Agreement, dated August 13, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.7 | 8/19/2010 |
| * 10.137 | Irrevocable Transfer Agent Instructions, dated August 13, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.8 | 8/19/2010 |
| * 10.138 | Security Transfer of Moveable Assets, dated August 13, 2010, by and between the Company's wholly-owned subsidiary NeoMedia Europe AG, and YA Global Investments, L.P. | | 8-K | 10.9 | 8/19/2010 |
| * 10.139 | Agreement, dated September 29, 2010, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 10/1/2010 |
| * 10.140 | Secured Convertible Debenture, No. NEOM-10-3, dated September 29, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 10/1/2010 |
| * 10.141 | Warrant, No. NEOM-0910, dated September 29, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 10/1/2010 |
| * 10.142 | | | 8-K | 10.6 | 10/1/2010 |

Third Ratification Agreement, dated September 29, 2010,
by and among the Company, each of the Company's
subsidiaries made a party thereto, and YA Global
Investments, L.P.

| | | | | |
|----------|--|-----|------|-----------|
| * 10.143 | Irrevocable Transfer Agent Instructions, dated September 29, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K | 10.7 | 10/1/2010 |
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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|---|----------------|------|---------|-------------|
| * 10.144 | Compromise Agreement dated October 19, 2010, executed by Iain A. McCready | | 8-K | 10.1 | 10/20/2010 |
| * 10.145 | Resignation Letter dated October 19, 2010, executed by Iain A. McCready | | 8-K | 10.2 | 10/20/2010 |
| * 10.146 | Agreement, dated October 28, 2010, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 11/3/2010 |
| * 10.147 | Secured Convertible Debenture, No. NEOM-10-4, dated October 28, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 11/3/2010 |
| * 10.148 | Warrant, No. NEOM-1010, dated October 28, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 11/3/2010 |
| * 10.149 | Fourth Ratification Agreement, dated October 28, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.6 | 11/3/2010 |
| * 10.150 | Irrevocable Transfer Agent Instructions, dated October 28, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 11/3/2010 |
| * 10.151 | Agreement, dated December 14, 2010, by and between the Company and Rothschild Trust Holdings, LLC; BP BL Section 3.4, LLC; and Leigh M. Rothschild | | 8-K | 10.1 | 12/15/2010 |
| * 10.152 | Bylaws of Neomedia Technologies, Inc. adopted December 16, 2010 | | 8-K | 3.2 | 12/21/2010 |
| * 10.153 | Agreement, dated December 15, 2010, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 12/21/2010 |
| * 10.154 | Secured Convertible Debenture, No. NEOM-10-5, dated December 15, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 12/21/2010 |
| * 10.155 | Warrant, No. NEOM-1210, dated December 15, 2010, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 12/21/2010 |
| * 10.156 | Fifth Ratification Agreement, dated December 15, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.6 | 12/21/2010 |
| * 10.157 | Irrevocable Transfer Agent Instructions, dated December 15, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 12/21/2010 |
| * 10.158 | Agreement, dated December 21, 2010, by and between the Company and eBay Inc. | | 8-K | 10.1 | 12/22/2010 |
| * 10.159 | Agreement, dated January 10, 2011, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 1/14/2011 |
| * 10.160 | Secured Convertible Debenture, No. NEOM-11-1, dated January 10, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 1/14/2011 |
| * 10.161 | Warrant, No. NEOM-0111, dated January 10, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 1/14/2011 |

| | | | | |
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| * 10.162 | Sixth Ratification Agreement, dated January 10, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K | 10.6 | 1/14/2011 |
|----------|---|-----|------|-----------|

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|--|----------------|------|---------|-------------|
| * 10.163 | Irrevocable Transfer Agent Instructions, dated January 10, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 1/14/2011 |
| * 10.164 | Agreement, dated February 8, 2011, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 2/11/2011 |
| * 10.165 | Secured Convertible Debenture, No. NEOM-11-2, dated February 8, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 2/11/2011 |
| * 10.166 | Warrant, No. NEOM-0211, dated February 8, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 2/11/2011 |
| * 10.167 | Seventh Ratification Agreement, dated February 8, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.6 | 2/11/2011 |
| * 10.168 | Irrevocable Transfer Agent Instructions, dated February 8, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 2/11/2011 |
| * 10.169 | Confidential License Agreement, dated December 21, 2010, by and between the Company and eBay Inc. | | 8-K | 10.1 | 2/22/2011 |
| * 10.170 | Appointment of Ms. Sarah Fay to serve as a member of the Board of Directors. Accepted notification of the retirement of James J. Keil as a member of the Board of Directors. | | 8-K | 99.1 | 3/2/2011 |
| * 10.171 | Agreement, dated March 11, 2011, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 3/17/2011 |
| * 10.172 | Secured Convertible Debenture, No. NEOM-11-3, dated March 11, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 3/17/2011 |
| * 10.173 | Warrant, No. NEOM-0311, dated March 11, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 3/17/2011 |
| * 10.174 | Ratification Agreement, dated March 11, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.6 | 3/17/2011 |
| * 10.175 | Irrevocable Transfer Agent Instructions, dated March 11, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 3/17/2011 |
| * 10.176 | Agreement, dated April 13, 2011, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 4/13/2011 |
| * 10.177 | Secured Convertible Debenture, No. NEOM-11-4, dated April 13, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 4/13/2011 |
| * 10.178 | Warrant, No. NEOM-0411, dated April 13, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 4/13/2011 |

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|--|----------------|------|---------|-------------|
| * 10.179 | Ratification Agreement, dated April 13, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.6 | 4/13/2011 |
| * 10.180 | Irrevocable Transfer Agent Instructions, dated April 13, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 4/13/2011 |
| * 10.181 | 2011 Stock Incentive Plan | | S-8 | 4.1 | 4/22/2011 |
| * 10.182 | Agreement, dated May 31, 2011, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 5/31/2011 |
| * 10.183 | Secured Convertible Debenture, No. NEOM-11-5, dated May 31, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 5/31/2011 |
| * 10.184 | Warrant, No. NEOM-0511, dated May 31, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 5/31/2011 |
| * 10.185 | Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.4 | 5/31/2011 |
| * 10.186 | Patent Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.5 | 5/31/2011 |
| * 10.187 | Ratification Agreement, dated May 31, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.6 | 5/31/2011 |
| * 10.188 | Irrevocable Transfer Agent Instructions, dated May 31, 2011, by and among the Company, YA Global Investments, L.P., David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 5/31/2011 |
| * 10.189 | Agreement, dated June 28, 2011, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.1 | 6/28/2011 |
| * 10.190 | Secured Convertible Debenture, No. NEOM-11-6, dated June 28, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.2 | 6/28/2011 |
| * 10.191 | Warrant, No. NEOM-0611, dated June 28, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.3 | 6/28/2011 |
| * 10.192 | Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.4 | 6/28/2011 |
| * 10.193 | Patent Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.5 | 6/28/2011 |
| * 10.194 | Eleventh Ratification Agreement, dated June 28, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.6 | 6/28/2011 |
| * 10.195 | Irrevocable Transfer Agent Instructions, dated June 28, 2011, by and among the Company, YA Global | | 8-K | 10.7 | 6/28/2011 |

Investments, L.P., David Gonzalez, Esq. and WorldWide
Stock Transfer, LLC

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| Exhibit Number | Description | Filed Herewith | Form | Exhibit | Filing Date |
|----------------|---|----------------|------|---------|-------------|
| * 10.196 | Secured Convertible Debenture, No. NEOM-11-7, dated July 13, 2011, issued by the Company to YA Global Investments, L.P. | | 8-K | 10.1 | 7/13/2011 |
| * 10.197 | Agreement, dated June 28, 2011, by and between the Company and YA Global Investments, L.P. | | 8-K | 10.2 | 7/13/2011 |
| * 10.198 | Secured Convertible Debenture, No. NEOM-11-6, dated June 28, 2011, issued by the Company to YA Global Investments, L.P. | | S-8 | 10.3 | 7/13/2011 |
| * 10.199 | Eleventh Ratification Agreement, dated June 28, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | | 8-K | 10.4 | 7/13/2011 |
| * 10.200 | Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.5 | 7/13/2011 |
| * 10.201 | Patent Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | | 8-K | 10.6 | 7/13/2011 |
| * 10.202 | Irrevocable Transfer Agent Instructions, dated June 28, 2011, by and among the Company, YA Global Investments, L.P., David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | | 8-K | 10.7 | 7/13/2011 |
| * 10.203 | Resignation of Mr. Michael W. Zima, Chief Financial Officer and Corporate Secretary. Appointment of Mr. Robert W. Thomson as interim Chief Financial Officer and Corporate Secretary. | | 8-K | 99.1 | 7/19/2011 |
| * 14 | Code of Professional Ethics | | 10-K | 14.1 | 4/3/2007 |
| * 31.1 | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | 10-Q | 31.1 | 8/12/2011 |
| * 31.2 | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | 10-Q | 31.2 | 8/12/2011 |
| * 32.1 | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | 10-Q | 32.1 | 8/12/2011 |
| * 32.2 | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | 10-Q | 32.2 | 8/12/2011 |

| | | |
|------------|---|-----------|
| ** 101.INS | XBRL Instance Document, furnished herewith | 9/14/2011 |
| ** 101.SCH | XBRL Schema Document, furnished herewith | 9/14/2011 |
| ** 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith | 9/14/2011 |
| ** 101.LAB | XBRL Taxonomy Extension Label Linkbase Document, furnished herewith | 9/14/2011 |
| ** 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith | 9/14/2011 |
| ** 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith | 9/14/2011 |

* Previously Filed

** Furnished herewith

SIGNATURES

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

NEOMEDIA TECHNOLOGIES, INC.
(Registrant)

Dated: September 14, 2011

/s/ Robert W. Thomson
Robert W. Thomson
Interim Chief Financial Officer & Principal
Finance Officer and Principal Accounting
Officer

Dated: September 14, 2011

/s/ Laura A. Marriott
Laura A. Marriott
Acting Chief Executive Officer,
Principal Executive Officer
