

Nevada Governor's Office of
ECONOMIC DEVELOPMENT

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November 16, 2017

The Honorable Brian Sandoval
Office of the Governor
One Hundred One North Carson Street
Carson City, Nevada 89701

Mr. Richard Combs, Director
Legislative Counsel Bureau
401 South Carson Street
Carson City, Nevada 89701

Re: Nevada Battle Born Growth Escalator, Inc. Annual Report 2017

Gentlemen:

Pursuant to NRS 231.0545, an annual report is required to be submitted by the Board of Directors of the nonprofit corporation formed to promote, aid, and encourage economic development. The report is attached and covers the period of the formation of the nonprofit corporation of July 6, 2016 through October 31, 2017.

Please feel free to contact me should you have any questions via telephone at 702-486-2700 or via e-mail at steve.hill@diversifynevada.com.

Sincerely,



Steven D. Hill
Executive Director

Attachment

cc: Paul Anderson, Deputy Director, Governor's Office of Economic Development
Cory Hunt, Deputy Director, Governor's Office of Economic Development
Karsten Heise, Battle Born Growth Escalator Program Manager,
Jim Wells, Director, Governor's Finance Office
Laura Freed, Executive Branch Budget Officer II, Governor's Finance Office
Jeff Ferguson, Senior Program Analyst, Legislative Counsel Bureau

Annual Report Regarding the Nevada Battle Born Growth Escalator, Inc.

Per NRS 231.0545, the annual report must include:

1. *An accounting of all money received and expended by the nonprofit corporation, including, without limitation, any matching grant funds, gifts or donations:*

Since being formed, the nonprofit corporation has received and expended \$500,000.

2. *The name and a brief description of all businesses receiving an investment of money from the nonprofit corporation formed pursuant to NRS 231.0545:*

GOED had contracted with the Nevada Microenterprise Initiative, Inc. ("NMI") to act as a custodian for Battle Born Growth Escalator, the Nevada's venture capital program, administered by GOED, under the federal state small business credit initiative ("SSBCI"). Upon the formation of the nonprofit corporation, GOED terminated the contract with NMI and now has an agreement with Nevada Battle Born Growth Escalator, Inc. ("NBBGEI") to serve as its custodian. All existing convertible notes and equity holdings of Battle Born Growth Escalator's six investments were transferred to NBBGEI. Battle Born Growth Escalator's current portfolio companies are described below.

ACCESS HEALTH DENTAL (Investment: April, 2015): Based in Las Vegas, NV, Access Health Dental is a dental service organization founded in 2011 on the principles of combining good health care with good business. Through its emphasis on convenience and accessibility, anticipating structural changes to the healthcare system, focusing on providing oral health care, and helping manage overall wellness, the Company intends to be the provider group of choice to partner with Accountable Care Organizations (ACOs) and other new payment structure systems. Its business model enables practices to achieve economies of scale and provides additional support services to enable the practicing dentists to focus more on the highest quality patient care.

Access Health Dental has forged relationships with large employers, medical facilities and various community and charitable organizations to build its market presence and raise awareness of oral health issues to better serve the community in which it operates. The Company has developed strategic relationships with American Casino and Entertainment Properties, Caesars Entertainment, MGM Resorts International, MusiCares, Project Smile, Turntable Health and Zappos.

The Company's network currently includes seven dental offices in the Las Vegas and one state-of-the-art mobile dental unit with five private treatment rooms. The mobile office serves patients at various casino properties and large employers on Las Vegas' Strip, in downtown Las Vegas, and Laughlin.

The team is led by seasoned dentists, dental operators and investors with years of healthcare experience, and has laid out a plan for expansion in order to build a high-growth and highly profitable enterprise.

Battle Born's co-investors include a strategic investor in the dental industry and an institutional new market tax credit investor, Enhanced Capital.

BASEVENTURE (Investment Round I: July, 2015; Investment Round II: July, 2016):
BaseVenture clears your desk, rips out your file cabinets, stops you from chasing signatures and money, and transforms the way you manage your fund from end to end.

Whether you are a fund manager, a fund administrator, or a private bank, BaseVenture's innovative FundManager.io platform uses modern, cloud-based technology to make the complicated work of managing and administering a fund simple and easy.

The company is leading in the broader trend of disaggregation of the financial services industry and seizing the opportunity to bring technology innovation to the wealth management sector.

BaseVenture's management team has worked together for more than a decade and has extensive financial services and technology experience. The team was part of the leadership of two prior successful startups, most recently, mFoundry, the leading mobile banking and payment platform. mFoundry was acquired by Fidelity National Information Services (FIS) in 2013 for \$165mm.

BaseVenture has offices in Carson City, NV at the Adam's Hub and in San Rafael, CA. Battle Born Venture's co-investors include FIS, Operative Capital, and a select group of private and strategic investors. Battle Born Venture's investment manager has joined the Company's Board of Directors as an observer.

In June 2016, BaseVenture was named to the Red Herring Top 100 North America list.

In August 2016, Battle Born Venture reconfirmed its commitment to BaseVenture through participation in a follow on round of funding, co-investing with Operative Capital and FIS once more, along with other institutional investors.

FANDEAVOR (Investment Round I: July, 2014; Investment Round II: January, 2017):
Las Vegas based Fandevor.com is the hassle-free solution for door-to-door fan travel packages and VIP gameday experiences. Fandevor's "Build Your Own Experience" technology allows customers to seamlessly create custom travel packages (hotel, flight, ground transportation, game tickets, tailgates, VIP offerings, meet and greets, city tours, etc.) on an easy to use online platform. Fandevor is bringing a level of customer service and product experience not previously seen in the sports industry. The company has thousands of customers, ranging from Fortune 500 companies to the world's most passionate fans. Fandevor has extensive offerings for NFL, College Football, NASCAR and bucket list sporting events, as well as international events like the Olympics, World Cup, European Soccer and Rugby. Fandevor's rapid growth is driven by the team's knowledge of the sports industry, its relationships with sports and travel suppliers, and the versatility of its software platform.

The founding team met at Zappos, where they worked in software development (Dean Curtis) and business development (Tom Ellingson) respectively. Dean was previously a software developer at Las Vegas-based real estate software startup TRIRIGA, which was acquired by IBM in 2011.

The Company's other investors include VegasTechFund (Zappos' CEO Tony Hsieh's fund), Base Ventures, along with angel investors.

In January 2016, Battle Born Venture made an additional conditional commitment to Fandevor's next investment round.

TRANSWORLDHEALTH (Investment: July, 2014): Reno, NV-based TransWorldHealth provides productivity software to the \$1bn+ safety net healthcare market. The various software modules were developed in response to the identified market need for better reporting, analytics and forecasting for easier ways to improve physician productivity and to provide a solution for effective coordination of care of patients between different clinical settings. According to industry consultant Black Book, users' greatest concerns are "unmet pleas for sophisticated interfaces with other practice programs, complex connectivity and networking schemes, pacing with accountable care progresses and the rapid EHR adoption of mobile devices". TransWorldHealth's products meet each of these needs.

The platform incorporates advanced fuzzy logic matching to identify and locate patients as well as sophisticated forecasting algorithms, such as, the likely number of patients that a clinic will see in the following week. The product has an attractive user interface (UI) and allows healthcare clinic and hospital managers to evaluate and forecast their performance, whether within their clinic or across a number of clinics and hospitals, easily produce mandated reports and allocate tasks to their staff. The platform integrates with leading electronic health record (EHR) providers, rather than replacing their offerings.

TransWorldHealth's twelve-person team is led by industry veterans Bryan Lang and Steve Kay, who have made significant personal investments in the Company. The core team previously worked together for 9 years on the scale up of Landacorp, a venture capital backed healthcare IT business, which they led through a NASDAQ IPO in 1999. Notable achievements at Landacorp include restructuring portions of the United Kingdom's National Health Service and providing case management software to more than 60 million US healthcare users. With 3 launched products and 10 established customers, the Company is now focused on rolling out its service to additional jurisdictions.

TransWorldHealth's prior investors include Reno Angels, along with a number of private angel investors.

WEDGIES (Investment: November, 2014): Wedgies is a Las Vegas-based inline social media polling software company. Traditional polling software is not built for either mobile or social media environments, requires the creator to use cumbersome software, and often requires the user to leave a website to complete the poll. Wedgies instead allows you to: easily create attractive, responsive polls from a selection of templates, embed the same poll across multiple sites (WordPress, Twitter, Facebook, Tumblr), allows the user to respond directly in those sites, see responses in real time (hundreds of thousands of votes in milliseconds) collated across platforms, and display these to respondents. The Company's customers include Fortune 500 companies, such as Procter & Gamble, and media majors, for instance, the Wall Street Journal and the Times of London.

The \$3bn online survey market has seen double digit growth over the past five years as traditional survey methods (email, phone) become less effective, and as corporates seek the lower cost, improved analytics and faster response time that online surveys offer.

Wedgies' six person team is led by founders Porter Haney and Jimmy Jacobson who bring technology and marketing experience from firms such as Zappos and Overstock.com.

Wedgies' other investors include Greycroft Partners, VegasTechFund, 500 Startups and SVAngel.

WISEBANYAN (Investment: September, 2016): WiseBanyan is the world's first free financial advisor. Launched in 2014, WiseBanyan is one of the fastest growing independent roboadvisors in the U.S. today, with more than 10,000 clients. WiseBanyan offers free portfolio management and financial planning, helping people reach their financial goals from start to finish. Clients start with a goal (think rainy day fund, first home, car, kid's education, or retirement) and WiseBanyan takes care of the rest, from creating the financial plan, to building the investment portfolio, to asset allocation, executing deposits, dividend management, and rebalancing. Best of all, WiseBanyan eliminates two of the largest barriers to start saving and investing: high minimums and high fees. Instead, WiseBanyan has no minimums to start (can start with just \$1) and is free. WiseBanyan focuses on transparency, being fully-aligned with clients, and building a new kind of financial services company. As a result, WiseBanyan is one the roboadvisors most popular with Millennials. WiseBanyan is located in both Las Vegas and New York City, and is actively hiring in Las Vegas to continue growing its strong engineering, data science, and client service presence.

WiseBanyan's co-founders – Herbert Moore and Vicki Zhou – combine quantitative finance with consumer internet. Both have previously founded companies, and are engineers leveraging extensive financial services experience. Their team is comprised of problem solvers excited to create friendly and easy-to-use solutions for millions of people to achieve their next financial goals.

Battle Born Venture's co-investors in the round include strategics, such as John Hancock and CFSI with founding partner JPMorgan Chase & Co.