

LANDEC CORP \CA\
Form SC 13D/A
May 24, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Amendment No. 3

Under the Securities Exchange Act of 1934

Landec Corporation

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

514766104

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. I

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26th Floor

New York, New York 10019

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 22, 2018

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value L.P.
I 13-3953291
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,242,270 (See Item 5)
SHARED VOTING POWER
8
0 (See Item 5)
SOLE DISPOSITIVE POWER
9
1,242,270 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

1,242,270 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*
12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
13

4.5%
TYPE OF REPORTING PERSON*
14

PN

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,
L.P. 13-3688497
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 782,410 (See Item 5)
SHARED VOTING POWER
8
0 (See Item 5)
SOLE DISPOSITIVE POWER
9
782,410 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

782,410 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES
12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
13

2.8%
TYPE OF REPORTING PERSON*
14

PN

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Small Cap Value Offshore
Fund, Ltd. (No IRS Identification No.)
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 567,519 (See Item 5)
SHARED VOTING POWER
8
0 (See Item 5)
SOLE DISPOSITIVE POWER
9
567,519 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

567,519 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*
12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
13

2.1%
TYPE OF REPORTING PERSON*
14

CO

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing
Plan 13-3873998
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 90,201 (See Item 5)
SHARED VOTING POWER
8
0 (See Item 5)
SOLE DISPOSITIVE POWER
9
90,201 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

90,201 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES
12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
13

.3%
TYPE OF REPORTING PERSON*
14

CO

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Capital Management, LLC
13-4018186
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

New York

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,024,680 (See Item 5)
SHARED VOTING POWER
8
0 (See Item 5)
SOLE DISPOSITIVE POWER
9
2,024,680 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

2,024,680 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*
12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
13

7.3%
TYPE OF REPORTING PERSON*
14

OO

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Capital, Inc. 13-3688495
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 567,519 (See Item 5)
 SHARED VOTING POWER
 8
 0 (See Item 5)
 SOLE DISPOSITIVE POWER
 9
 567,519 (See Item 5)
 10 SHARED DISPOSITIVE POWER

11 0 (See Item 5)
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 567,519 (See Item 5)
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES*

13 ..
 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

14 2.1%
 TYPE OF REPORTING PERSON*

CO

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Nelson Obus
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF 7
SHARES 90,201 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY
EACH 2,592,199 (See Item 5)
SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 90,201 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

2,592,199 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
11 REPORTING PERSON

2,682,400 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
12 CERTAIN SHARES*

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
13

9.7%
TYPE OF REPORTING PERSON*
14

IN

CUSIP No. 514766104

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Joshua Landes
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 (See Item 5)
SHARED VOTING POWER
8
2,592,199 (See Item 5)
SOLE DISPOSITIVE POWER
9
0 (See Item 5)
10 SHARED DISPOSITIVE POWER

2,592,199 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

2,592,199 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*
12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
13

9.4 %
TYPE OF REPORTING PERSON*
14

IN

CUSIP No. 514766104

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This Amendment No. 3 amends the Statements of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission on June 14, 2012, as amended by Amendment No. 1 filed with the Securities and Exchange Commission on October 2, 2012 and Amendment No. 2 filed on October 9, 2014 (the "Schedule 13D") by the Wynnefield Reporting Persons (as defined in the Schedule 13D) with respect to shares of common stock, \$0.001 par value per share (the "Common Stock") of Landec Corporation, a Delaware corporation with its principal executive offices at 3603 Haven Avenue, Menlo Park, California 94025. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

CUSIP No. 514766104

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Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$22,101,209 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On May 24, 2018, the Wynnefield Reporting Persons and the Issuer issued a joint press release (the “Press Release”) announcing that each of Wynnefield Capital, Inc. and Nelson Obus entered into a letter agreement dated May 22, 2018 (the “Letter Agreement”) with the Issuer. Pursuant to the Letter Agreement, the Issuer will nominate Mr. Obus and Andrew Powell for election to the Issuer’s Board at the Issuer’s 2018 annual meeting of stockholders (the “Stockholder Meeting”) and will use commercially reasonable efforts to obtain their election to the Board. In addition, the Issuer will appoint Mr. Obus to the Board’s Audit Committee and Nominating and Corporate Governance Committee and will appoint Mr. Powell to the Board’s Compensation Committee. Mr. Powell is not employed by and receives no compensation from the Wynnefield Reporting Persons, and serves as an independent designee.

The Issuer further agreed that until the Stockholder Meeting, Mr. Obus will have the right to attend, and participate in, all meetings of the Board (and all meetings of the Board’s Audit Committee and Nominating and Corporate Governance Committee) in a non-voting participant capacity. The Letter Agreement follows a series of collaborative discussions between the Issuer and the Wynnefield Reporting Persons, one of the Issuer’s largest stockholders, with an approximately 9.7% beneficial ownership position.

Subject to certain exceptions, the Wynnefield Reporting Persons agreed to certain standstill restrictions that expire upon the earlier of: (i) the termination date of the Letter Agreement or (ii) at either party's option, forty-five (45) calendar days prior to the last date for a stockholder to submit nominations for a director at the Issuer's 2019 annual meeting of stockholders. These include, among others, agreements not to (i) seek to call a meeting of stockholders, seek additional Board representation or seek the removal of any Board member; (ii) solicit proxies or written consents from holders of the Issuer's Common Stock; (iii) join a "group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) with respect to any shares of Common Stock; or (iv) without Board approval, propose or effect any tender or exchange offer, merger, acquisition, recapitalization or other business combination, or actively encourage or support any other third party in any such activity.

Copies of the Press Release and Letter Agreement are attached to this Schedule 13D as Exhibit 99.2 and Exhibit 99.3, respectively, and are incorporated herein by reference as if fully set forth herein. The foregoing summary descriptions of the Press Release and Letter Agreement are not intended to be complete and are qualified in their entirety by the complete text of the Press Release and the Letter Agreement.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law and the Letter Agreement, may seek to engage in discussions with other stockholders and/or with management and the Board of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling shares of Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law and the Letter Agreement or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

CUSIP No. 514766104

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Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a), (b) and (c) As of May 22, 2018, the Wynnefield Reporting Persons beneficially owned in the aggregate 2,682,400 shares of Common Stock, constituting approximately 9.7% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 27,564,428 shares of Common Stock outstanding as of April 2, 2018, as set forth in the Issuer's most recent report on Form 10-Q for the quarter ended February 25, 2018, filed with the Commission on April 5, 2018).

The following table sets forth certain information with respect to Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

Name	Number of Common Stock	Percentage of Outstanding Common Stock
Partners	782,410	2.8%
Partners I	1,242,270	4.5%
Offshore	567,519	2.1%
Plan	90,201	0.3%

WCM is the sole general partner of Partners and Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Partners and Partners I beneficially own. WCM, as the sole general partner of Partners and Partners I, has the sole power to direct the voting and disposition of the Common Stock that Partners and Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

WCI is the sole investment manager of Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Offshore beneficially

owns. WCI, as the sole investment manager of Offshore, has the sole power to direct the voting and disposition of the Common Stock that Offshore beneficially owns. Each of Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Each of Messrs. Obus and Landes, as an executive officer of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

CUSIP No. 514766104

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The Plan is an employee profit sharing plan. Mr. Obus is the portfolio manager of the Plan and has the sole authority to direct the voting and the disposition of the shares of Common Stock that the Plan beneficially owns. Accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 2,682,400 shares of Common Stock, constituting approximately 9.7% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 27,564,428 shares of Common Stock outstanding as of April 2, 2018, as set forth in Issuer's most recent report on Form 10-Q for the quarter ended February 25, 2018, filed with the Commission on April 5, 2018).

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have not purchased any shares of Common Stock during the last 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended by the addition of the following:

The information set forth in Item 4 of the Schedule 13D is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by the addition of the following:

Exhibit
99.2 Press Release dated May 24, 2018.

Exhibit
99.3 Letter Agreement dated May 22, 2018 among Landec Corporation, Nelson Obus and Wynnefield
Capital, Inc.

CUSIP No. 514766104

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: May 24, 2018
WYNNEFIELD PARTNERS SMALL CAP
VALUE, L.P., I

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member
WYNNEFIELD PARTNERS SMALL CAP
VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member
WYNNEFIELD SMALL CAP VALUE
OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,
its Investment Manager

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL
MANAGEMENT, LLC

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT
SHARING PLAN

By: /s/ Nelson Obus
Nelson Obus, Portfolio Manager

CUSIP No. 514766104

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/s/ Nelson
Obus
Nelson
Obus,
Individually

/s/ Joshua
Landes
Joshua
Landes,
Individually