

iLOOKABOUT Corp.
Unaudited Interim Consolidated Financial Statements
Six Months Ended June 30, 2009 and 2008

iLOOKABOUT Corp.
Interim Consolidated Balance Sheets

	As at June 30, 2009 (Unaudited)	As at December 31, 2008 (Audited)
Assets		
Current Assets		
Cash and cash equivalents	\$ 869,291	\$ 1,581,938
Trade and other receivables	109,472	168,121
Investment tax credit receivable	258,577	258,577
Prepaid expenses and other current assets	133,107	107,764
	1,370,447	2,116,400
Equipment	563,843	582,577
Intangible assets	79,077	88,313
Total Assets	\$ 2,013,367	\$ 2,787,290
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 451,807	\$ 378,527
Deferred revenue	268,827	107,569
	720,634	486,096
Deferred revenue	49,824	37,500
Shareholders' Equity		
Share capital (note 5)	6,516,270	6,495,232
Warrant capital (note 5)	1,238,313	1,444,249
Contributed surplus (note 5)	959,485	707,789
Deficit	(7,471,159)	(6,383,576)
	1,242,909	2,263,694
Subsequent event (note 14)		
Total Liabilities and Shareholders' Equity	\$ 2,013,367	\$ 2,787,290

See accompanying notes to the consolidated financial statements.

Approved by the Board of Directors:

“Ronald Breen”
 Ronald Breen, FCA
 Director

“Jeff Young”
 Jeff Young
 Director

iLOOKABOUT Corp.
Interim Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)

	Three months ended		Six months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Revenue	\$ 551,339	\$ 185,730	\$ 982,401	\$ 366,433
Operating expenses				
Research, technology and operations	346,869	518,125	637,572	720,461
Selling, general and administration	643,838	708,903	1,185,386	1,077,558
Amortization of equipment	84,681	63,654	154,227	108,070
Amortization of intangible assets	6,036	3,292	10,363	6,285
Stock based compensation (note 6)	32,407	22,055	60,548	71,682
	1,113,831	1,316,029	2,048,096	1,984,056
Loss from operations before the undernoted	(562,492)	(1,130,299)	(1,065,695)	(1,617,623)
Interest and other income (expense)	(5,071)	12,973	(1,688)	23,979
Foreign exchange gain (loss)	(5,526)	(5,792)	(20,200)	(3,970)
Loss and comprehensive loss for the period	\$ (573,089)	\$ (1,123,118)	\$ (1,087,583)	\$ (1,597,614)
Weighted average number of shares outstanding				
Basic	34,401,159	34,357,825	34,392,825	32,184,646
Diluted	34,600,339	34,926,282	34,551,191	32,589,023
Loss per share				
Basic and diluted	\$ (0.02)	\$ (0.03)	\$ (0.03)	\$ (0.05)

See accompanying notes to the consolidated financial statements.

iLOOKABOUT Corp.
Interim Consolidated Statements of Deficit
(Unaudited)

	Three months ended		Six months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Deficit - beginning of period	\$ (6,898,070)	\$ (2,755,109)	\$ (6,383,576)	\$ (2,280,613)
Loss for the period	(573,089)	(1,123,118)	(1,087,583)	(1,597,614)
Deficit - end of period	\$ (7,471,159)	\$ (3,878,227)	\$ (7,471,159)	\$ (3,878,227)

See accompanying notes to the consolidated financial statements.

iLOOKABOUT Corp.
Interim Consolidated Statements of Cash Flows
(Unaudited)

	Three months ended		Six months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Operating activities				
Loss for the period	\$ (573,089)	\$ (1,123,118)	\$ (1,087,583)	\$ (1,597,614)
Adjustments for non-cash items:				
Loss (gain) on disposal of equipment	1,467	-	1,467	-
Amortization of equipment	84,681	63,654	154,227	108,070
Amortization of intangible assets	6,036	3,292	10,363	6,285
Stock based compensation	32,407	22,055	60,548	71,682
	(448,498)	(1,034,117)	(860,978)	(1,411,577)
Changes in non-cash working capital:				
Trade and other receivables	177,526	57,281	58,649	92,763
Investment tax credit receivable	-	-	-	(85,000)
Prepaid expenses and other current assets	(20,124)	(29,331)	(25,343)	(21,071)
Accounts payable and accrued liabilities	88,542	164,416	73,280	219,488
Deferred revenue	107,008	(18,915)	173,582	114,101
	352,952	173,451	280,168	320,281
Cash flow used by operating activities	(95,546)	(860,666)	(580,810)	(1,091,296)
Financing activities				
Deferred corporate transaction costs	-	157,577	-	100,473
Proceeds from options exercised	6,250	20,050	6,250	20,050
Issuance of common shares and warrants	-	63,306	-	4,737,433
Cash flow from financing activities	6,250	240,933	6,250	4,857,956
Investing activities				
Purchase of equipment	(114,174)	(187,463)	(137,060)	(239,750)
Proceeds on disposal of equipment	100	-	100	-
Purchase of intangible assets	-	(9,768)	(1,127)	(16,902)
Cash flow used by investing activities	(114,074)	(197,231)	(138,087)	(256,652)
Increase (decrease) in cash and cash equivalents during the period				
	(203,370)	(816,964)	(712,647)	3,510,008
Cash and cash equivalents - beginning of period	1,072,661	4,927,714	1,581,938	600,742
Cash and cash equivalents - end of period	\$ 869,291	\$ 4,110,750	\$ 869,291	\$ 4,110,750
Represented by:				
Cash	\$ 369,301	\$ 1,111,895	\$ 369,301	\$ 1,111,895
Cash equivalents	499,990	2,998,855	499,990	2,998,855
	\$ 869,291	\$ 4,110,750	\$ 869,291	\$ 4,110,750
Supplemental Disclosure				
Cash paid for interest expense	\$ -	\$ -	\$ -	\$ -
Cash paid for income taxes	-	-	-	-

See accompanying notes to the consolidated financial statements.

iLOOKABOUT Corp.
Notes to Interim Consolidated Financial Statements
For the six months ended June 30, 2009 and 2008
(Unaudited)

1. Nature of Business

iLOOKABOUT Corp. (the “Company”) is engaged in the visual knowledge business, providing virtual tour services, image management software, custom application programming, professional services and collecting, processing and geo-coding street-level image data. iLOOKABOUT’s shares are traded on the TSX Venture Exchange under the symbol ILA.

2. Going Concern

Financial statements are required to be prepared on a going concern basis unless management either intends to liquidate the Company or cease trading or has no realistic alternative but to do so within the foreseeable future. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of operations.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. The Company is a start-up company and is subject to risks common to early stage, technology based companies including limited operating history, dependence on key personnel, the need to raise additional capital to support the Company’s development and operations to meet the Company’s liabilities and commitments as they become due. Specifically, the Company has a history of operating losses with an accumulated deficit of \$7,471,159 (December 31, 2008 - \$6,383,576), shareholders’ equity of \$1,242,909 (December 31, 2008 - \$2,263,694) and working capital of \$649,813 (December 31, 2008 - \$1,630,304). The Company has not generated significant revenues to date which would provide net cash inflows to fund operations. Failure to generate sufficient cash inflows through sales growth, future financing or a combination of these, could result in the inability of the Company to continue as a going concern in the future. In July 2009, iLOOKABOUT completed a private placement which resulted in gross proceeds of \$2,198,700 (see note 14).

The Company’s consolidated financial statements do not include adjustments, which could be material, and disclosures that would be required if the going concern assumption was not appropriate.

3. Basis of Presentation

These interim consolidated financial statements include the accounts of iLOOKABOUT Corp. and its wholly-owned subsidiaries iLOOKABOUT Inc., iLOOKABOUT Global Inc., and iLOOKABOUT (US) Inc. All material intercompany balances and transactions have been eliminated on consolidation.

These interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) for interim financial statements, and follow the same policies and methods of their application as the most recent annual financial statements, except with respect to the accounting policy changes disclosed in note 4 herein. The interim consolidated financial statements do not conform in all respects with disclosures for annual financial statements and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2008.

iLOOKABOUT Corp.
Notes to Interim Consolidated Financial Statements
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(Unaudited)

4. Accounting Policy Changes

Effective January 1, 2009, the Company adopted the Canadian Institute of Chartered Accountants (“CICA”) revised Handbook Section 3064 - Goodwill and Intangible Assets. This Section establishes new standards for the recognition and measurement of intangible assets. Adoption of this standard had no impact on the Company’s financial statements.

On January 20, 2009, the CICA issued Emerging Issues Committee Abstract – 173 (“EIC-173”), Credit Risk and the Fair Value of Financial Assets and Liabilities. This abstract concludes that an entity’s own credit risk and the credit risk of the counterparty should be taken into account when determining the fair value of financial assets and financial liabilities, including derivative instruments. This abstract is to apply to all financial assets and liabilities measured at fair value in interim and annual financial statements for periods ending on or after January 20, 2009. The adoption of this abstract had no impact on the Company’s financial statements.

5. Share capital, warrant capital and contributed surplus

(a) Share capital and warrant capital

	Expiry date	June 30, 2009		December 31, 2008	
		Issued	Amount	Issued	Amount
Authorized:					
Unlimited common shares					
Unlimited preferred shares					
Issued:					
Common shares		34,434,492	\$ 6,516,270	34,384,492	\$ 6,495,232
Share purchase warrants:					
\$0.69 warrants	April 7/09	-	-	1,576,196	205,936
\$0.46 agent warrants	June 19/09	-	-	217,391	-
\$0.46 agent warrants	Aug 13/09	34,800	-	34,800	-
\$0.48 warrants	Sept 17/09	83,320	2,414	83,320	2,414
\$1.00 warrants	April 1/10	6,567,500	1,235,899	6,567,500	1,235,899
\$1.00 agent warrants	Feb 21/10	515,400	-	515,400	-
		7,201,020	1,238,313	8,994,607	1,444,249
Share capital and warrant capital		41,635,512	\$ 7,754,583	43,379,099	\$ 7,939,481

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(Note 5 – continued)

The details of changes in share capital are summarized in the following table:

	Number of shares		Amount
Balance, December 31, 2008	34,384,492	\$	6,495,232
Options exercised	50,000		21,038
Balance, June 30, 2009	34,434,492	\$	6,516,270

The details of changes in warrant capital are summarized in the following table:

	Number of warrants		Amount
Balance, December 31, 2008	8,994,607	\$	1,444,249
Warrants expired	(1,793,587)		(205,936)
Balance, June 30, 2009	7,201,020	\$	1,238,313

On April 7, 2009, 1,576,196 of the warrants previously issued for the purchase of 1,576,196 common shares, at a price of \$0.69 per share, expired unexercised. On June 19, 2009, 217,391 of the agent warrants previously issued for the purchase of 217,391 common shares, at a price of \$0.46, expired unexercised.

(b) Contributed surplus

Balance, December 31, 2008	\$	707,789
Stock compensation expense		60,548
Exercise of stock options		(14,788)
Expiry of warrants		205,936
Balance, June 30, 2009	\$	959,485

6. Stock-based compensation

The following table presents changes in the Company's options:

	Number of Options	Weighted Average Exercise Price	Weighted Average Share Price	Weighted Average Years to Expiry
Outstanding December 31, 2008	1,323,300	\$ 0.421	\$ 0.432	4.0
Granted	120,000	0.220	0.220	
Outstanding March 31, 2009	1,443,300	\$ 0.404	\$ 0.414	3.8
Granted	125,000	0.380	0.380	
Exercised	(50,000)	0.125	0.384	
Outstanding June 30, 2009	1,518,300	\$ 0.411	\$ 0.413	3.7

Of the 1,518,300 unexercised options as at June 30, 2009; 1,297,050 had vested, with exercise prices ranging from \$0.125 to \$0.60 per share.

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(Note 6 – continued)

The fair value of the 2009 options granted was determined at the date of grant using the Black-Scholes option pricing model with the following assumptions:

Exercise price	\$0.22 to \$0.38
Estimated fair value at grant	\$0.22 to \$0.38
Risk free interest rate	3.00%
Expected dividend yield	0%
Expected share volatility	96% to 106%
Expected average option life	5 years

The amount charged to stock based compensation expense and contributed surplus for the three month period ended June 30, 2009 was \$32,407 (2008 - \$22,055) and for the six month period ended June 30, 2009 was \$60,548 (2008 - \$71,682).

7. Capital management

The Company defines capital as the components of shareholders' equity.

The Company's objectives in managing capital are to:

- Ensure financial capacity to meet current obligations is maintained and continue as a going concern;
- Ensure financial capacity to execute strategic plans is maintained; and
- Prevent capital erosion.

In order to manage capital, the Company regularly identifies and assesses risks that threaten the ability to meet the Company's capital management objectives, and determines the appropriate strategy to mitigate these risks.

The Company is not subject to any externally imposed capital requirements.

8. Financial risk management

The Company is exposed to liquidity risk, credit risk and market risk. To mitigate exposure to these risks, the Company designs and implements risk management strategies that are consistent with its business objectives and risk tolerance. However, these strategies cannot eliminate risk and no assurance can be provided that these strategies will continue to be effective.

(a) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations. On an ongoing basis, the Company monitors and manages its actual and projected cash flows, with the primary objectives of maintaining liquidity and financial flexibility.

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(Note 8 – continued)

The contractual obligations of the Company as at June 30, 2009, were composed of accounts payable, accrued liabilities and commitments in the amount of \$542,291 (December 31, 2008 - \$518,399). The Company has cash and cash equivalent resources in the amount of \$869,291 as at June 30, 2009 (December 31, 2008 - \$1,581,938), to meet its financial obligations. Working capital, defined as current assets less current liabilities, was \$649,813 as at June 30, 2009 (December 31, 2008 - \$1,630,304). In July 2009, iLOOKABOUT completed a private placement which resulted in gross proceeds of \$2,198,700 (see note 14).

(b) Credit risk

Credit risk is the risk that counterparties will fail to meet their obligations to the Company, resulting in a loss to the Company.

Cash and cash equivalents

As at June 30, 2009, the Company held cash in bank accounts in the amount of \$369,301 (December 31, 2008 - \$282,503) and cash equivalents such as treasury bills and guaranteed investment certificates in the amount of \$499,990 (December 31, 2008 - \$1,299,435). The Company's investment policy requires that the Company only invest in highly rated investment grade securities, with highly rated financial institutions, in order to minimize exposure to loss.

Accounts receivable

Trade credit risk arises from the potential that a customer will fail to meet their contractual obligations as they fall due and is primarily attributable to accounts receivable. To reduce exposure to this risk, the Company has implemented a credit policy which incorporates an approval process for new customers expected to carry significant balances, establishment of credit limits and ongoing monitoring of the credit worthiness of customers with significant credit limits. Further, the Company regularly monitors and manages the aging of accounts receivable.

As at June 30, 2009, accounts receivable related to one customer represented approximately 84% of the total trade accounts receivable, of which 100% was collected subsequent to June 30, 2009.

General provisions for doubtful accounts are made based on past experience. Specific provisions are made against trade receivables for any customer that is known to be in poor financial condition or for any other reason it is considered doubtful that the customer's balance outstanding will be settled in full. Of the Company's accounts receivable as at June 30, 2009, \$4,709 (December 31, 2008 - \$27,147) was outstanding greater than 30 days and therefore considered overdue. Of this outstanding amount, \$3,177 (December 31, 2008 - \$2,761) was outstanding greater than 180 days and collection considered doubtful, therefore, an allowance has been established in full against these receivables. Further amounts are allowed for when an account is less than 180 days old but there is a specific reason to believe collection may be doubtful. As at June 30, 2009 the Company's allowance for doubtful accounts was \$3,177.

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(Unaudited)

(Note 8 – continued)

The change in allowance for doubtful accounts is as follows:

Allowance for doubtful accounts at December 31, 2008	\$	3,210
Decrease in allowance		(33)
Accounts written off		-
Allowance for doubtful accounts at June 30, 2009	\$	3,177

(c) **Market risk**

Market risk is the risk of loss that may arise from changes in market prices such as foreign exchange rates and interest rates, which will affect the Company's operating results or value of its financial instruments.

Foreign currency exchange rate risk

The international operations of the Company expose it to foreign currency exchange risk in the ordinary course of business. The Company is exposed to this risk primarily through its United States dollar and British Pound denominated cash, accounts receivable and accounts payable. The nature of the Company's operations provides a natural hedge which is considered by management to be sufficient to mitigate exchange rate risk based on the Company's risk tolerance. The nature, extent and timing of foreign currency denominated cash flows are regularly monitored to identify changes in exposure and assess the need for active management of the exposure such as through the use of foreign exchange contracts.

Based on the US dollar and British Pound denominated assets and liabilities of the Company, as at June 30, 2009, the impact of a 5% strengthening (weakening) of the Canadian dollar against the US dollar and/or British Pound would have a nominal impact on the loss for the period.

Interest rate risk

The Company receives a fixed rate of interest on investments in treasury bills and a variable rate of interest, based on movements in the prime interest rate, on guaranteed investment certificates. A change of 1% in the interest rate received on investments with a variable interest rate would have a nominal impact on the loss for the period.

9. Financial instruments

The carrying amounts of cash and cash equivalents, trade and other receivables, investment tax credit receivable, and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these financial instruments.

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10. Segmented information

The Company operates and reports its results as one operating segment which is the visual knowledge business. Operations of the Company are in the following geographic areas:

	Three months ended June 30, 2009			Three months ended June 30, 2008		
	Canada	United States	Total	Canada	United States	Total
Revenue	\$ 375,506	\$ 175,833	\$ 551,339	\$ 65,609	\$ 120,121	\$ 185,730
Equipment	563,843		563,843	544,283		544,283
Intangible assets	79,077		79,077	91,152		91,152

	Six months ended June 30, 2009			Six months ended June 30, 2008		
	Canada	United States	Total	Canada	United States	Total
Revenue	\$ 659,531	\$ 322,870	\$ 982,401	\$ 112,189	\$ 254,244	\$ 366,433
Equipment	563,843	-	563,843	544,283	-	544,283
Intangible assets	79,077	-	79,077	91,152	-	91,152

Two customers accounted for 79% of revenue recognized for the three months ended June 30, 2009, and 76% of revenue recognized for the six months ended June 30, 2009. As at June 30, 2009, one customer accounted for 84% of trade accounts receivable, which was fully collected subsequent to June 30, 2009.

For the three months ended June 30, 2008, one customer accounted for 66% of recognized revenue, and for the six months ended June 30, 2008, one customer accounted for 63% of recognized revenue. As at June 30, 2008, two customers accounted for 16% of trade accounts receivable, which were fully collected subsequent to June 30, 2008.

11. Seasonality

The Company's experience to date is that seasonality has not had a significant impact on the Company's primary revenue stream, StreetScape, rather fluctuations are more closely tied to customer budget cycles. Further, StreetScape sales agreements are typically multi-year, reducing seasonal fluctuation in revenue levels.

Data capture undertaken by the Company to date has primarily been in Canada and the northern United States. In these geographic areas, customers typically require images when snow is not on the ground, thus limiting the data capture season from April to October. Further, lighting conditions in late autumn and winter shorten productive driver days, negatively impacting the cost effectiveness of data capture; therefore, capture during these seasons is avoided, resulting in lower data capture costs in the first and fourth quarters as compared to the second and third quarters.

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12. Comparative figures

Certain of the comparative figures have been reclassified to conform with the financial statement presentation adopted in the current period.

13. Future accounting changes

The CICA has issued a number of new accounting pronouncements that have not yet come into effect that will need to be considered for subsequent years.

Financial Instruments - Disclosures

In June 2009, the CICA amended Section 3862, “Financial Instruments – Disclosures”, to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. These amendments require a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair value of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than the quoted prices for which all significant inputs are based on observable market data, either directly or indirectly. Level 3 valuations are based on inputs that are not based on observable market data. The amendments to Section 3862 apply for annual financial statements relating to fiscal years ending after September 30, 2009. The Company is assessing the impact of these amendments on its consolidated financial statements.

International Financial Reporting Standards

In February 2008, the CICA’s Accounting Standards Board confirmed that publicly accountable enterprises will adopt International Financial Reporting Standards (“IFRS”) effective in calendar year 2011, with early adoption allowed starting in calendar year 2009. IFRS uses a conceptual framework similar to Canadian GAAP, but there are significant differences with respect to recognition, measurement and disclosures. The Company’s changeover to IFRS will be required for interim and annual financial statements beginning on January 1, 2011. Changes in accounting policies are likely, but whether their impact on the financial statements will be material has not yet been determined. The Company is currently assessing the impact of adoption of IFRS on its financial statements.

Consolidated Financial Statements

The Accounting Standards Board (“AcSB”) issued a revised Section 1601 – Consolidated Financial Statements. This revised Section is applicable to accounting periods beginning on or after January 1, 2011. This Section establishes standards for the preparation of consolidated financial statements. Management does not expect that the adoption of this revised section will have a material impact on the Company’s financial statements.

Non-controlling Interests

The AcSB issued a revised section 1602 – Non-controlling Interests. This revised Section is applicable to accounting periods beginning on or after January 1, 2011. This Section establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. There are currently no non-controlling interests, nor are there any expected, in the Company’s subsidiaries. Accordingly, management does not expect that the adoption of this revised section will have a material impact on the Company’s financial statements.

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(Note 13 – continued)

Business Combinations

The AcSB issued a revised section 1602 – Non-controlling Interests. This revised Section is applicable to accounting periods beginning on or after January 1, 2011. The objective of this Section is to improve the relevance, reliability and comparability of the information that a reporting entity provides in its financial statement about a business combination and its effects. Management does not expect that the adoption of this revised section will have a material impact on the Company's financial statements.

14. Subsequent Event

In July 2009, iLOOKABOUT completed a private placement resulting in the sale of 5,496,750 Units for gross proceeds of \$2,198,700. Each Unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company for a period of twelve months from the date of issuance at an exercise price of \$0.55. Net proceeds of the private placement will be used to pursue growth opportunities which may include the capture of additional streetscape image-data, increased sales and marketing efforts, expansion of capital infrastructure and for general corporate and working capital purposes.

The Company engaged an agent in respect of the financing. As permitted under the agency agreement, the agent engaged the services of sub-agents. Collectively, the agents received a cash commission equal to 8% of the gross proceeds of the private placement, a work fee of \$20,000, and options to acquire 8% of the aggregate number of Units sold under the Private Placement at an exercise price of \$0.40 for a period of twenty-four months from the closing date of the private placement.