



March 25, 2013

VIA CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Employee Benefits Security Administration, Room N-1513
US Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

2013 APR 17 AM 10:27
CBSA/USCJD/ADP/RS

RE: nextSource, Inc. Phantom Stock Plan (the "Plan")

This letter will serve as notice that the above Plan has elected the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA") set forth in DOL Reg. §2520.104-23.

Pursuant to Reg. §2520.104-23(b)(1), the following information is provided:

1. The Employer is

NextSource Inc.
3 Park Avenue 15th Floor
New York, NY 10016
2. The Employer's EIN is 13-4045800.
3. The Employer hereby declares that it maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. There are 17 participants in the Plan.
4. The Employer does not maintain any other plan for this purpose.

The Employer acknowledges its obligation to provide Plan documents to the Secretary of Labor upon request.

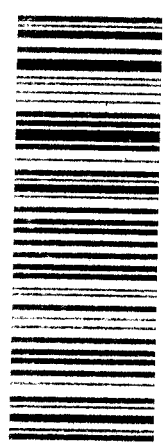
Very truly yours,

nextSource, Inc.

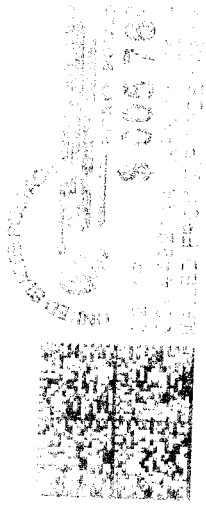
By:

ESOP
Plus
NEXT GENERATION
EMPLOYEE OWNERSHIP

SCHWAB, BROWN
GLASSMAN, GROSSMAN
ATTORNEYS AT LAW



7001 1140 0001 5036 9011



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Washington, DC 20210

250 Mill Street Suite 309 — 611 Rochester, New York 14614

