

TUCOWS INC /PA/
Form SC 13D/A
April 05, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

TUCOWS INC.
(Name of Issuer)
COMMON STOCK
(Title of Class of Securities)
898697107
(CUSIP Number)

RAWLEIGH RALLS
LACUNA, LLC
1100 SPRUCE STREET, SUITE 202
BOULDER, COLORADO 80302
TELEPHONE: (303) 447-1708

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

February 19, 2010

(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 that 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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 898697107

NAMES OF REPORTING PERSONS

1

Lacuna Venture Fund LLLP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 2,478,011 (2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

2,478,011 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,478,011 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.1%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This Amendment No. 1 to Schedule 13D is filed by Lacuna Venture Fund LLLP (Lacuna Venture), Lacuna Hedge Fund LLLP (Lacuna Hedge), Lacuna Ventures GP LLLP (Lacuna Ventures GP), Lacuna Hedge GP LLLP (Lacuna Hedge GP), and Lacuna, LLC (Lacuna LLC and, together with Lacuna Venture, Lacuna Hedge, Lacuna Ventures GP and Lacuna Hedge GP, the Lacuna Entities). The Lacuna Entities expressly disclaim status as a group for purposes of this Amendment No. 1 to Schedule 13D.

(2) These shares are held directly by Lacuna Venture. Lacuna LLC serves as the sole general partner of Lacuna Ventures GP, which serves as the sole general partner of Lacuna Venture. Neither Lacuna Ventures GP nor Lacuna LLC directly owns any securities of the Issuer. Lacuna Ventures GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Venture but disclaim beneficial ownership except to their pecuniary interest therein.

(3) This percentage is calculated based upon 59,793,116 shares of the Issuer s common stock outstanding as of March 19, 2010 , as reported in the Issuer s Annual Report Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 22, 2010.

CUSIP No. 898697107

NAMES OF REPORTING PERSONS

1

Lacuna Hedge Fund LLLP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1.)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 7,572,109 (2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

7,572,109 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,572,109 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

12.7%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This Amendment No. 1 to Schedule 13D is filed by Lacuna Venture Fund LLLP (Lacuna Venture), Lacuna Hedge Fund LLLP (Lacuna Hedge), Lacuna Ventures GP LLLP (Lacuna Ventures GP), Lacuna Hedge GP LLLP (Lacuna Hedge GP), and Lacuna, LLC (Lacuna LLC and, together with Lacuna Venture, Lacuna Hedge, Lacuna Ventures GP and Lacuna Hedge GP, the Lacuna Entities). The Lacuna Entities expressly disclaim status as a group for purposes of this Amendment No. 1 to Schedule 13D.

(2) These shares are held directly by Lacuna Hedge. Lacuna LLC serves as the sole general partner of Lacuna Hedge GP, which serves as the sole general partner of Lacuna Hedge. Neither Lacuna Hedge GP nor Lacuna LLC directly owns any securities of the Issuer. Lacuna Hedge GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Hedge but disclaim beneficial ownership except to their pecuniary interest therein.

(3) This percentage is calculated based upon 59,793,116 shares of the Issuer s common stock outstanding as of March 19, 2010 , as reported in the Issuer s Annual Report Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 22, 2010.

CUSIP No. 898697107

NAMES OF REPORTING PERSONS

1

Lacuna Ventures GP LLLP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 2,478,011 (2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

2,478,011 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,478,011 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.1%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This Amendment No. 1 to Schedule 13D is filed by Lacuna Venture Fund LLLP (Lacuna Venture), Lacuna Hedge Fund LLLP (Lacuna Hedge), Lacuna Ventures GP LLLP (Lacuna Ventures GP), Lacuna Hedge GP LLLP (Lacuna Hedge GP), and Lacuna, LLC (Lacuna LLC and, together with Lacuna Venture, Lacuna Hedge, Lacuna Ventures GP and Lacuna Hedge GP, the Lacuna Entities). The Lacuna Entities expressly disclaim status as a group for purposes of this Amendment No. 1 to Schedule 13D.

(2) These shares are held directly by Lacuna Venture. Lacuna LLC serves as the sole general partner of Lacuna Ventures GP, which serves as the sole general partner of Lacuna Venture. Neither Lacuna Ventures GP nor Lacuna LLC directly owns any securities of the Issuer. Lacuna Ventures GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Venture but disclaim beneficial ownership except to their pecuniary interest therein.

(3) This percentage is calculated based upon 59,793,116 shares of the Issuer s common stock outstanding as of March 19, 2010 , as reported in the Issuer s Annual Report Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 22, 2010.

CUSIP No. 898697107

NAMES OF REPORTING PERSONS

1

Lacuna Hedge GP LLLP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1.)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

7,572,109 (2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

7,572,109 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,572,109 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

12.7%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This Amendment No. 1 to Schedule 13D is filed by Lacuna Venture Fund LLLP (Lacuna Venture), Lacuna Hedge Fund LLLP (Lacuna Hedge), Lacuna Ventures GP LLLP (Lacuna Ventures GP), Lacuna Hedge GP LLLP (Lacuna Hedge GP), and Lacuna, LLC (Lacuna LLC and, together with Lacuna Venture, Lacuna Hedge, Lacuna Ventures GP and Lacuna Hedge GP, the Lacuna Entities). The Lacuna Entities expressly disclaim status as a group for purposes of this Amendment No. 1 to Schedule 13D.

(2) These shares are held directly by Lacuna Hedge. Lacuna LLC serves as the sole general partner of Lacuna Hedge GP, which serves as the sole general partner of Lacuna Hedge. Neither Lacuna Hedge GP nor Lacuna LLC directly owns any securities of the Issuer. Lacuna Hedge GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Hedge but disclaim beneficial ownership except to their pecuniary interest therein.

(3) This percentage is calculated based upon 59,793,116 shares of the Issuer's common stock outstanding as of March 19, 2010, as reported in the Issuer's Annual Report Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 22, 2010.

CUSIP No. 898697107

NAMES OF REPORTING PERSONS

1

Lacuna, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1.)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

10,050,120 (2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

10,050,120 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

10,050,120 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

16.8%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

(1) This Amendment No. 1 to Schedule 13D is filed by Lacuna Venture Fund LLLP (Lacuna Venture), Lacuna Hedge Fund LLLP (Lacuna Hedge), Lacuna Ventures GP LLLP (Lacuna Ventures GP), Lacuna Hedge GP LLLP (Lacuna Hedge GP), and Lacuna, LLC (Lacuna LLC and, together with Lacuna Venture, Lacuna Hedge, Lacuna Ventures GP and Lacuna Hedge GP, the Lacuna Entities). The Lacuna Entities expressly disclaim status as a group for purposes of this Amendment No. 1 to Schedule 13D.

(2) Of these shares, 2,478,011 are held directly by Lacuna Venture and 7,572,109 are held directly by Lacuna Hedge. Lacuna LLC serves as the sole general partner of each of Lacuna Ventures GP and Lacuna Hedge GP. Lacuna Ventures GP serves as the sole general partner of Lacuna Venture and Lacuna Hedge GP serves as the sole general partner of Lacuna Hedge. Neither Lacuna Ventures GP, Lacuna Hedge GP nor Lacuna LLC directly owns any securities of the Issuer. Lacuna Ventures GP, Lacuna Hedge GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Venture and Lacuna Hedge but disclaim beneficial ownership except to their pecuniary interest therein.

(3) This percentage is calculated based upon 59,793,116 shares of the Issuer's common stock outstanding as of March 19, 2010, as reported in the Issuer's Annual Report Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 22, 2010.

CUSIP No. 898697107

This Amendment No. 1 (this Amendment No. 1) relates to, amends and supplements where indicated the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on June 12, 2009 (the Original Statement) by and on behalf of Lacuna Venture Fund LLLP (Lacuna Venture), Lacuna Hedge Fund LLLP (Lacuna Hedge), Lacuna Ventures GP LLLP (Lacuna Ventures GP), Lacuna Hedge GP LLLP (Lacuna Hedge GP), and Lacuna, LLC (Lacuna LLC) and, together with Lacuna Venture, Lacuna Hedge, Lacuna Ventures GP and Lacuna Hedge GP, the Lacuna Entities) and relates to the Common Stock, no par value per share (Common Stock), of Tucows, Inc., a Pennsylvania corporation (the Issuer). This Amendment No. 1 and the Original Statement are collectively referred to herein as the Schedule 13D.

Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Original Statement. This Amendment No. 1 amends and supplements the Original Statement as specifically set forth herein. Except as set forth below, all previous Items in the Original Statement remain unchanged.

This Amendment No. 1 is being filed to update the number of shares of Common Stock beneficially held by the Lacuna Entities as a result of the transactions described below.

Between February 19, 2010 and March 10, 2010, Lacuna Venture sold an aggregate of 2,720,389 shares of Common Stock of the Issuer in open market transactions.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby supplemented by adding the following paragraph:

Between February 19, 2010 and March 10, 2010, Lacuna Venture sold an aggregate of 2,720,389 shares of Common Stock of the Issuer in open market transactions.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented with the following:

(a) and (b) The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Amendment No. 1 is provided as of March 19, 2010:

| Lacuna Entity and Listed Persons(1) | Shares Held | Sole Voting Power | Shared Voting Power | Sole | Shared | Beneficial Ownership | Percentage of Class (2) |
|-------------------------------------|-------------|-------------------|---------------------|-------------------|-------------------|----------------------|-------------------------|
| | | | | Dispositive Power | Dispositive Power | | |
| Lacuna Venture Fund LLLP | 2,478,011 | 0 | 2,478,011(3) | 0 | 2,478,011(3) | 2,478,011(3) | 4.1% |
| Lacuna Hedge Fund LLLP | 7,572,109 | 0 | 7,572,109(4) | 0 | 7,572,109(4) | 7,572,109(4) | 12.7% |
| Lacuna Ventures GP LLLP | 0 | 0 | 2,478,011(3) | 0 | 2,478,011(3) | 2,478,011(3) | 4.1% |
| Lacuna Hedge GP LLLP | 0 | 0 | 7,572,109(4) | 0 | 7,572,109(4) | 7,572,109(4) | 12.7% |
| Lacuna, LLC | 0 | 0 | 10,050,120(5) | 0 | 10,050,120(5) | 10,050,120(5) | 16.8% |
| Rawleigh Ralls | 45,000(6) | 45,000(6) | 0 | 45,000(6) | 0 | 45,000(6) | 0.08% |
| Wink Jones | 27,868 | 27,868 | 0 | 27,868 | 0 | 27,868 | 0.05% |

- (1) Lacuna Ventures GP LLLP (Lacuna Ventures GP), Lacuna Hedge GP LLLP (Lacuna Hedge GP), and

Lacuna, LLC
(Lacuna LLC)
own no
securities of the
Issuer directly.
Lacuna
Ventures GP is
the general
partner of
Lacuna Venture
Fund LLLP
(Lacuna
Venture),
Lacuna Hedge
GP is the
general partner
of Lacuna
Hedge LLLP
(Lacuna Hedge
and collectively
with Lacuna
Venture, Lacuna
Ventures GP,
Lacuna Hedge
GP and Lacuna
LLC, the
Lacuna
Entities), and
Lacuna, LLC is
the general
partner of
Lacuna
Ventures GP
and Lacuna
Hedge GP.
Rawleigh Ralls
is a director of
the Issuer and a
member of
Lacuna LLC.
Wink Jones is a
member of
Lacuna LLC.

- (2) This percentage
is calculated
based upon
59,793,116
shares of the
Issuer's common
stock

outstanding as of March 19, 2010, as reported in the Issuer's Annual Report Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 22, 2010, and, as applicable, assumes the exercise in full of the outstanding convertible securities attributable to such holder.

CUSIP No. 898697107

- (3) Lacuna Ventures GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Venture but disclaim beneficial ownership except to their pecuniary interest therein.

- (4) Lacuna Hedge GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Hedge but disclaim beneficial ownership except to their pecuniary interest therein.

- (5) Lacuna Ventures GP and Lacuna

LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Venture but disclaim beneficial ownership except to their pecuniary interest therein.

Lacuna Hedge GP and Lacuna LLC may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by Lacuna Hedge but disclaim beneficial ownership except to their pecuniary interest therein.

- (6) Consists of 45,000 shares Mr. Ralls has the right to acquire within 60 days of March 19, 2010, pursuant to the exercise of a stock option issued to Mr. Ralls under

the Issuer's 2006 Omnibus Equity Compensation Plan on May 12, 2009. The exercise price for the shares underlying this stock option is \$.38 per share. If not exercised, the stock option expires on May 12, 2014.

None of the other Listed Persons beneficially owns any securities of the Issuer.

The information provided and incorporated by reference in Items 2, 3 and 4 of the Schedule 13D is hereby incorporated by reference.

(c) Between February 19, 2010 and March 10, 2010, Lacuna Venture sold an aggregate of 2,720,389 shares of Common Stock of the Issuer in open market transactions, as follows:

| Date | # Shares Sold | Price Per Share (\$) |
|-------------------|----------------------|-----------------------------|
| February 19, 2010 | 459,413 | \$ 0.818(1) |
| February 22, 2010 | 442,351 | \$ 0.7802(2) |
| February 23, 2010 | 116,910 | \$ 0.766(3) |
| February 24, 2010 | 231,925 | \$ 0.7713(4) |
| February 25, 2010 | 20,390 | \$ 0.7828(5) |
| February 26, 2010 | 4,400 | \$ 0.78 |
| March 3, 2010 | 1,168,400 | \$ 0.7514(6) |
| March 8, 2010 | 172,800 | \$ 0.8409 |
| March 9, 2010 | 6,300 | \$ 0.8202(7) |
| March 10, 2010 | 97,500 | \$ 0.8201(8) |

(1) All of the shares sold were within a \$1.00 price range between \$0.78 and \$0.93 per share, with a weighted average price per share of \$0.818.

(2) All of the shares sold were within a \$1.00 price range between \$0.75 and \$0.80 per share, with a weighted

average price
per share of
\$0.7802.

(3) All of the shares
sold were within
a \$1.00 price
range between
\$0.75 and \$0.77
per share, with a
weighted
average price
per share of
\$0.766.

(4) All of the shares
sold were within
a \$1.00 price
range between
\$0.77 and \$0.79
per share, with a
weighted
average price
per share of
\$0.7713.

(5) All of the shares
sold were within
a \$1.00 price
range between
\$0.78 and \$0.80
per share, with a
weighted
average price
per share of
\$0.7828.

(6) All of the shares
sold were within
a \$1.00 price
range between
\$0.75 and \$0.76
per share, with a
weighted
average price
per share of
\$0.7514.

(7) All of the shares
sold were within
a \$1.00 price

range between
\$0.82 and \$0.83
per share, with a
weighted
average price
per share of
\$0.8202.

- (8) All of the shares
sold were within
a \$1.00 price
range between
\$0.81 and \$0.82
per share, with a
weighted
average price
per share of
\$0.8201.

All of the above transactions were executed through a broker and settled through facilities of The Depository Trust & Clearing Corporation (DTCC).

(d) Not Applicable.

(e) As a result of the transactions described in Item 5(c) above, Lacuna Venture and Lacuna Ventures GP ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer on or about March 3, 2010.

Item 7. Material to Be Filed as Exhibits

Exhibit A: Agreement pursuant to 13d-1(k)(1) among Lacuna Venture Fund LLLP, Lacuna Hedge Fund LLLP, Lacuna Ventures GP LLLP, Lacuna Hedge GP LLLP, and Lacuna, LLC.

CUSIP No. 898697107

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EXECUTED this 5th day of April, 2010.

LACUNA VENTURE FUND LLLP

By: Lacuna Ventures GP LLLP, its general partner

By: Lacuna, LLC, its general partner

By: /s/ Wink Jones
Wink Jones, Managing Director

LACUNA VENTURES GP LLLP

By: Lacuna, LLC, its general partner

By: /s/ Wink Jones
Wink Jones, Managing Director

LACUNA HEDGE FUND LLLP

By: Lacuna Hedge GP LLLP, its general partner

By: Lacuna, LLC, its general partner

By: /s/ Wink Jones
Wink Jones, Managing Director

LACUNA HEDGE GP LLLP

By: Lacuna, LLC, its general partner

By: /s/ Wink Jones
Wink Jones, Managing Director

LACUNA, LLC

By: /s/ Wink Jones
Wink Jones, Managing Director

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

**Attention: Intentional misstatements or omissions of fact
constitute Federal criminal violations (See 18 U.S.C. 1001)**

CUSIP No. 898697107

EXHIBIT INDEX

Exhibit A: Agreement pursuant to 13d-1(k)(1) among Lacuna Venture Fund LLLP, Lacuna Hedge Fund LLLP, Lacuna Ventures GP LLLP, Lacuna Hedge GP LLLP, and Lacuna, LLC.