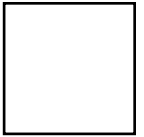




# visitalk capital

an investment company

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*Happy Holidays*

## Company Newsletter

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### *Who we are - What we do*

The main company to arise from the visitalk.com, Inc. ("Old Visitalk") bankruptcy is Visitalk Capital Corporation ("VCC"). VCC's business plan is to operate as a specialized, non-diversified, closed-end, management investment company. As a reference point, all mutual funds are investment companies. Like a mutual fund, we expect to register VCC's stock for public trading, thus offering our shareholders potential liquidity. VCC will specialize in investments in technology companies and we expect to generally hold, as these companies mature, a less than controlling equity interest. We generally refer to our investments as "Portfolio Companies." We currently have 20 Portfolio Companies; almost all of which are owned more than 80% by VCC. Because we control most of our Portfolio Companies, VCC will initially report as a "holding company." We are an "active investor" in our Portfolio Companies and we perform various services for which VCC receives project and periodic fees. VCC also receives cash and equity fees from new clients for advisory and investment banking services we perform. This builds our portfolio and is intended to cover our direct expenses. We may also lend or advance money to our Portfolio Companies or others. Such loans will almost always have equity participations, for example warrants or conversion rights.

As part of our overall strategy, VCC has the rights to all the new Visitalk technology including the proprietary Distributed Dynamic Data ("D3") System. The D3 System provides a very economic and highly scalable level of service to Visitalk's communication business companies that require peer-to-peer navigation, presence detection, Instant Messaging or other "real-time" communication services. The D3 System is a technology that transforms

a distributed array of server clusters into a virtual matrix. The D3 System is specifically designed to handle the high traffic requirements of presence-enabled and peer-to-peer applications that require real-time presence and state information. The D3 System is the key to our Visitalk technology based Portfolio Company strategy. New Visitalk is the first user of the D3 System utility (see "[Portfolio Company Snapshots](#)").

For up-to-date information on VCC and its Portfolio Companies, please visit our website [www.visitalkcapital.com](http://www.visitalkcapital.com). Newsletter recipients and stakeholders, please send us your email address and, at your request, we will send you all press releases and future newsletters electronically. Interested parties can also request to be added to our mailing list. The contents of this and future newsletters are subject to the disclaimer below.

### *Bankruptcy Plan Summary*

The visitalk.com bankruptcy plan created two pools of potential recovery for Old Visitalk stakeholders. First, all creditors of Old Visitalk and the parties who funded the bankruptcy received securities in VCC and in each of the new companies formed under the bankruptcy plan (the "Operating Subsidiaries"). Each of these Operating Subsidiaries are now counted as Portfolio Companies. In addition to receiving securities, claimants holding unsecured pre-petition claims and claims related to some preferred stock investments are also participants in the "Creditor's Trust." The Creditor's Trust holds the rights to pursue all litigation owned by Old Visitalk. VCC, as the reorganized debtor, retained all other assets of Old Visitalk, tangible and intangible, excluding all potential

Visitalk Capital Corporation ("VCC"), a Nevada corporation, was formed as the reorganized debtor under the Chapter 11 reorganization plan of visitalk.com, Inc., an Arizona corporation (the "Debtor" or "Old Visitalk"). The Bankruptcy Court confirmed the Debtor's Second Joint Reorganization Plan (the "Plan") on August 27, 2004. VCC has approximately 235 shareholders and may have as many as 500 warrant holders when the implementation of the Plan is completed. VCC intends to operate as an investment company but, due to its bankruptcy antecedents, is exempt from regulation under the Investment Company Act of 1940. VCC believes that the securities issued to non-controlling shareholders under the Plan are exempt from registration and freely transferable due to exemptions under Section 1145 of the Bankruptcy Code. This newsletter is a general communication of VCC and is not intended to be a solicitation to buy securities in any company. Holders of VCC or Portfolio Company securities should consult their own financial advisors. Portfolio Company web sites are believed to be correct, however these web sites are the responsibility of each company and we do not represent or warrant accuracy.

\*\*All ownership percentages presented in this newsletter are approximate and include, if applicable, vested warrants and options if their exercise prices are at or below market. More information is available under "Portfolio Companies" on VCC's website, [www.visitalkcapital.com](http://www.visitalkcapital.com).

litigation related to the bankruptcy of Old Visitalk. VCC's intangible assets include a net operating loss carry-forward, that we believe is in excess of \$35 million with an estimated 14 year life, and the rights to all of Old Visitalk's technology and related equipment. This technology and other rights have been structured into some of the Portfolio Companies to attract the necessary human and cash capital necessary for growth. Since bankruptcy confirmation, VCC has also acquired an investment in a software company, merged another technology company with one of our Portfolio Companies (see "Portfolio Company Snapshots"), and made other investments.

## Plan Implementation Update

Over the last few months, we have processed all your claims and have sent stakeholders their respective stock certificates for VCC and all of its Operating Subsidiaries. In an ongoing effort to keep all of our investor information up to date, we ask that you inform us of any change with your current contact information by contacting Ivan Teodorovic who heads our Investor Relations department. Ivan joined VCC after working for six years with Morgan Stanley in New York City and Northern Trust Company in Chicago. Ivan will be assisting VCC and all our Portfolio Companies in shareholder and investor relations and communications.

## Portfolio Company Snapshots

### Dynamic Biometric Systems, Inc. ("DBSI")

[www.dynamicbiometric.com](http://www.dynamicbiometric.com)

Company ownership 15%\*\*

DBSI has developed a user authentication and verification system based on its Bio-Pen™ (patent pending). DBSI's Bio-Pen provides exceptionally secure identification and verification and is very easy to use. All you need to do is sign your name. Unlike conventional signature comparison systems that use digitized images, DBSI's Bio-Pen electronically captures a user's dynamic signature characteristics or writing behavior, such as tilt, speed, time, lift and pressure. This behavior, or signing process, is totally unique to that person and provides for highly accurate recognition. At the same time, DBSI's Bio-Pen protects the privacy of the user, since no personal information can be recreated using any stored data. DBSI is targeting markets such as credit card fraud and identity theft, government and corporate security, and electronic document execution and control.

### Empresa Solutions, Inc. ("Empresa")

[www.empresasolutions.com](http://www.empresasolutions.com)

Company ownership 45%\*\*

Empresa is a software company providing enterprise level solutions for collaborative data and process management targeted to the manufacturing and engineering sector as a design aid. Empresa's original product was e-Change™ which is in the process of a complete makeover. Empresa's suite of products provides traceability, design change tracking, and engineering data management solutions that transform and extend relationships between customers, suppliers and products. Empresa has just introduced Kinnosa Workflow for PDMWorks.

This new workflow product is tightly integrated with Solidworks, the #1 supplier of 3D mechanical design software for the mainstream market. Empresa currently has customers in over 14 countries.

### VT Consumer Services, Inc. ("New Visitalk")

[www.visitalk.com](http://www.visitalk.com)

Company ownership 85%\*\*

In October 1999, Old Visitalk broke new ground in Internet telephony when it introduced a service that lets PC users locate, dial-up, and connect with other PC users anywhere in the world. This was accomplished by the use of a virtual directory that made it easy for users to connect regardless of their changing Internet addresses. During the bankruptcy, Old Visitalk, even though it was highly resource constrained, continued to invest in new, basic Visitalk technology. The Visitalk product was split into a "Connector" and a "utility" called D3 (see "[Who we are – What we do](#)"). The new Connector is designed to be easily extendable and customizable. The new Connector now includes instant messaging and can be easily translated into foreign languages. During its bankruptcy, Old Visitalk also added a more robust Video Mail feature. We expect to continue to expand and extend the new feature set, which forms the base technology for most of VCC's Portfolio Companies. Our overall objective, exemplified by New Visitalk, which will be the first entity to use the Connector and the D3 System, is to focus on peer-to-peer communications. New Visitalk's consumer business is the prototype for this activity. In the near future, we expect to offer our shareholders the opportunity to use the New Visitalk service for free for a limited rollout period.

\*\*Ownership approximate

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