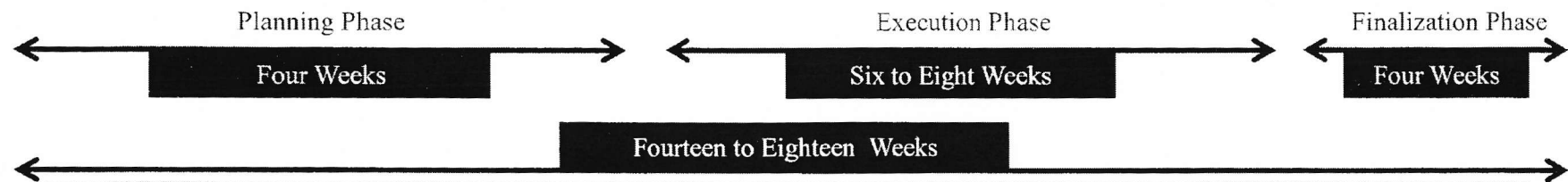


CAPITAL RAISE PROCESS

The following elements outline Entrepreneur Advisors responsibilities to effectively market the Company and “close the sale” in securing growth capital for the Company:

- Analyze and value the Company
- Develop an overall marketing plan for raising capital
- Prepare Private Placement Memorandum (PPM)
- Identify, qualify and prioritize potential investors/capital sources
- Lead due diligence process by interested parties
- Create an auction environment as well as a sense of urgency on both pricing and transaction structure with targeted investors/capital sources
- Structure, negotiate, and document – the MaxNet methodology
- Close the transaction and provide cash to the Company

CAPITAL RAISE: TIMETABLE



STRATEGIC ADVISORY ASSIGNMENT (“STRATEGIC REVIEW”)

A “weekend retreat” to facilitate a group discussion on the Company’s business opportunities and strategic options.

We will complete valuation of Company assuming the sale of both a minority and majority stake utilizing a thorough review of Company’s current financial condition.

We will analyze the Company’s competitors and provide perspective on both the Company’s market share growth opportunities and limitations.

We will provide perspective on both investor and buyer interest in the Company at various valuation levels. We will provide specific names of targeted strategic and financial buyers.

Finally, we provide a recommendation on the optimal strategic option or options, including timing considerations.

In addition, we will make recommendations on the structure of management exit packages and BOD benefits should a change of Company control occur.