

[NAME OF COMPANY]

BUSINESS PLAN

[date business plan issued]

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This is a business plan. It does not imply and shall not be construed as an offering of securities. Persons interested in pursuing an investment should contact their professional advisors.

Business Plan Copy No. _____

Confidentiality Agreement

The undersigned reader acknowledges that the information provided by [NAME OF COMPANY] in this business plan is confidential. Therefore, the undersigned reader agrees not to disclose any of such information without the express written permission of [NAME OF COMPANY].

It is hereby acknowledged by the undersigned that the information to be furnished in this business plan is in all respects confidential in nature (other than such information which is already in the public domain through other means) and that any disclosure or use of same by the undersigned may cause serious harm or damage to [NAME OF COMPANY].

Upon request, this document is to be immediately returned to [NAME OF COMPANY].

Signature

Print Name

Date

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EXECUTIVE SUMMARY

[Company] is in the business of producing and publishing [describe type of software products]. This business plan represents _____ titles that will be developed and taken to market by [Company]. _____ of these titles are currently in prototype stage. The Company has a development agreement in place with [developer].

Industry and Market Potential

Industry] is currently a \$_____ industry. The industry shows no signs of slowing down with a _____% growth rate recorded in [year] and similar rates predicted for [year]. It continues to experience significant growth as technology evolves and inexpensive personal computers become more prevalent.

The Company

[description of company's business and products]

[set out company's mission statement]

The principals of [Company] have backgrounds and experience in software and media production, [business management, marketing and distribution] [other if relevant].

Initially, the Company will partner with _____ development companies, [names], proven and experienced organizations whose operating principals are highly respected in the industry. These companies [jointly with the Company] conceived _____ of the titles in the Company's portfolio, and, as partners, they will share in the royalty stream.

The brand equity being built is two-fold – the inherent brand and licensed merchandise potential of each title with their respective royalty streams and the [Company] label which will include a catalog of titles.

Investment Opportunity

This investment proposal also follows the film industry model where the investment is in the intellectual properties rather than an operating production facility. The intellectual property assets hold the underlying value and recurring revenue streams from current and future distribution channels and delivery platforms.

This investment opportunity will be structured to include _____ titles through a Limited Partnership. The program will be funded through this offering, [if applicable - government funding and publisher advances].

The Limited Partnership shares will subsequently be exchanged for shares in a publicly traded vehicle in _____ months.

The financing program is outlined as:

Use of Proceeds

| | |
|------------------------|-----------|
| Costs of Issue | \$ |
| Research & Development | \$ |
| Marketing | \$ |
| Support Staff | \$ |
| Overhead | \$ |
| Total Program | \$ |

Source of Funds

| | |
|------------------------------------|-----------|
| [government funding | \$ |
| Existing Investment | \$ |
| [publisher advances] | \$ |
| Net Investment Requirements | \$ |

Rate of Return

The returns will vary according to the success of each product. This opportunity will provide to the Limited Partnership a net return after recoupment of the principal investment of:

| ___ titles each selling: | | ROI |
|--------------------------|----|------------|
| 100,000 units | \$ | % |
| 200,000 units | \$ | % |
| 350,000 units | \$ | % |
| 500,000 units | \$ | % |

I. THE OPPORTUNITY

[description of the industry, target markets and other marketing opportunities available to the company]

A market opportunity exists to create, develop and exploit [description of content]. The market is growing at a significant rate and shows no sign of slowing as home computers now appeal to the mainstream mass market. This mass market is now seeking and purchasing [type of software product].

This opportunity lies in executing a plan that would:

- create and develop high quality content to feed the increasing demand from the ever growing installed base of consumer hardware and consumer population accessing the Internet;
- create and exploit intellectual properties in the [market] – brands and titles that will progressively migrate from one format (CD-ROM packaged goods for the personal computer) to another (online digital broadcast for the Internet);
- produce software titles that would target the [market];
- produce intellectual properties that cross age, gender and cultural boundaries that are sold in the [markets];
- take advantage of the recent availability of no risk production financing available through [government agency]. This shared risk financing is typically unsecured and non-interest bearing.
- utilize the skills of the management and development teams - all experienced and driven to succeed in this fast growing industry.