

<b>Revenues</b>	<b>2009</b>	<b>Projected 2010</b>	<b>% Dec 2010</b>	<b>Projected 2011</b>	<b>% Inc 2011</b>
Seed Media	1,495,938	1,005,552	32.78%	2,449,785	143.63%
Science Blogs	641,545	398,036	37.96%		
Planet	-	-			
Magazine ended in May / June 2009					
<b>Seed Customers</b>	<b>2009</b>	<b>Projected 2010</b>	<b>Projected 2011</b>		
<b>% of Revenue</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>		
GE	23%	87%	58%		
Brockman		6%			
Agilent		4%			
Misc	14%	3%			
Schering Plough	6%				
Kaiser Permanete	3%				
Magazines	13%				
Conferences			18%		
Licensing			14%		
Ipad Sales			11%		
Council on Competiveness	40%				
Totals	100%	100%	100%		
<i>Comments:</i>					
1 2011 Revenue forecast is very aggressive - 1,500,000 seems more realistic					
2 GE is to large a % of revenue and company has no diversification					
3 No repeat business from customers which is not a good sign					
<b>Cash Flow</b>					
1 Nov 20th cash balance was 25,000					
2 CFO claims that projected negative cash flow from 11/23-12/31/2010 is 250,000 (Seed -\$0 Science Blogs \$125,000 and Planet \$125,000)					
3 2011 Seed Cash flow even with 2,450,000 revenue is projected to be (661,427)					
That number includes a salary of 175,000 for adam which I would eliminate so revised figure would be					
	-486427				
4 Conclusion: In a perfect world 750,000 investment only allows you to continue to be in business until 2012 (no interest on investment / extra money to repay 300k adam borrowed)					
<b>Planet</b>					
1 Partner is aware of financial situation and will not put any more money in					
2 Development has been halted due to lack of funds					
<b>Science Blogs</b>					
1 Sale did not happen since there was no buyers - asking price was 2,000,000					
2 Sales process was done online and no offers were made					
3 Attempting to shut down by end of 2010 which is unrealistic and comes with costs					
4 Burda invested 2,500,000 on August 7th 2007 for 30% and based on sales figures Seed will get \$0 upon sale therefore they are trying to negotiate a better split					
5 80 bloggers on contract with only 3 Employees					
6 Adam believes business is worth 1,500,000					
7 Adam claims that National Geographic wants to take over operation of Science Blogs effective January 1, 2011					

<b>Payroll Taxes</b>				
1	2009 Paid in Full on all companies			
2	2010 Unpaid for Seed Media, Science Blogs, & Planet			
3	Payroll used to be done by Intuit but they switched to manual by accountant when they decided to stop paying payroll taxes and withholding			
4	Plan is to pay IRS over 60 months however NYS is much more difficult to make a deal with			
5	Every owner / director is personally liable for payroll taxes			
			projected with interest & penalties	
	as of			
	<u>9/30/2010</u>	<u>12/31/2010</u>		
Seed Media	\$324,036	\$380,000		
Science Blogs	\$75,129	\$109,000		
Planet	\$91,736	\$135,000		
<b>Total</b>	<b>\$490,901</b>	<b>\$624,000</b>		
NOTE: Totals do not include interest or penalties which could amount to another 100,000 in total				
<b>Bankruptcy Scenario</b>				
Payroll Taxes	\$624,000			
Factor	\$120,000			
Landlord	\$100,000			
Legal	\$100,000			
Miscellaneous	\$56,000			
<b>Total Bankruptcy Cost</b>	<b>\$1,000,000</b>			
<b>Ownership Structure &amp; Capital Contributions</b>				Total Dollars Raised
<i>Seed Media</i>	see attached schedule		equity	\$ 23,920,000
	waiting on ownership percentages		debt	\$ 5,010,665
<i>Science Blogs</i>			subtotal	\$ 28,930,665
Seed Media	70%			
Burda	30% via 2,500,000 investment 8/7/2007			\$ 2,500,000
National Geographic	invested 250,000 via promissory note 11/16/2009			\$ 250,000
			subtotal	\$ 2,750,000
			note due 11/16/2012 with interest at 1 year libor	
<i>Planet</i>				
Seed	55% Exempli (cheryl in 2008)			\$ 3,000,000
	45% via			
	<b>TOTAL FUNDS RAISED - DEBT &amp; EQUITY</b>			<b>\$ 34,680,665</b>

<b>Miscellaneous Notes</b>				
1	Adam 300,000 loan went towards working capital			
2	Line of credit @ 12% was for 400,000 and raised by Innovium			
3	Innovium trying to raise money for company			
4	Walnut is funded from SBIC (government) and is out of funds			
5	Excuse for lack of revenues is that Adam is spending all his time trying to raise funds			
6	Status of Fabian (230,000) a former employee that had an employment agreement with a 6 month severance period			
	Trying to cut deal to pay only 2 months since he has a new job			
<b>Office Lease</b>				
1	Rents 3,500 square feet at cost of 18,623 per month or			
2	Paying \$63.85 per sq ft which is approximately \$10-\$15 above market			
	\$10 per sq ft above x 6 years remaining		210000	
	\$15 per sq ft above x 6 years remaining		315000	
	Signed 10 year lease in 2007 at height of market which expires on October 31, 2017			
3	Made settlement on 7th floor with Adam giving personal guarantee			
4	Future rent obligations			
				<b>Rent per</b>
				<b>Sq Ft</b>
	<b>Per Month</b>	<b>Annualized</b>		
	11/1/2010 - 10/31/2011	\$18,262.60	\$219,151.20	\$62.61
	11/1/2011 - 10/31/2012	\$18,673.51	\$224,082.12	\$64.02
	11/1/2012 - 10/31/2013	\$19,926.99	\$239,123.88	\$68.32
	11/1/2013 - 10/31/2014	\$20,375.35	\$244,504.20	\$69.86
	11/1/2014 - 10/31/2015	\$20,833.80	\$250,005.60	\$71.43
	11/1/2015 - 10/31/2016	\$21,302.56	\$255,630.72	\$73.04
	11/1/2016 - 10/31/2017	\$21,781.86	\$261,382.32	\$74.68
<b>Audit Committee</b>				
1	Innovium - Jamie M			
2	Innovium - Julie			
3	Walnut - Jimmy			
4	Adam Bly			

Projected Cash Flow 2011 - 2012													
Seed Media Group LLC													
Confidential													
Cash Receipts	Jan-11	Feb-11	Mar-11	Apr-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Total
Digital Media - GE	85,250	85,250	85,250	85,250	109,500	97,375	97,375	85,250	85,250	85,250	85,250	85,250	1,071,500
Digital Media - iPad Sales & Advertising		5,000	5,000	15,000	15,000	20,000	32,475	32,475	32,475	34,970	34,970	34,970	262,335
Visualization	10,000	10,000	35,000	22,500	47,500	22,500	52,500	27,500	52,500	27,500	27,500	15,000	350,000
Licensing	4,250	4,250	29,250	4,250	4,250	34,250	4,250	4,250	34,250	4,250	34,250	169,250	331,000
Conferences	0	45,000	50,000	50,000	95,000	149,950	0	0	0	45,000	0	0	434,950
<b>Total Cash Receipts</b>	<b>99,500</b>	<b>149,500</b>	<b>204,500</b>	<b>177,000</b>	<b>271,250</b>	<b>324,075</b>	<b>186,600</b>	<b>149,475</b>	<b>204,475</b>	<b>196,970</b>	<b>181,970</b>	<b>304,470</b>	<b>2,449,785</b>
<b>Cummulative</b>	<b>99,500</b>	<b>249,000</b>	<b>453,500</b>	<b>630,500</b>	<b>901,750</b>	<b>1,225,825</b>	<b>1,412,425</b>	<b>1,561,900</b>	<b>1,766,375</b>	<b>1,963,345</b>	<b>2,145,315</b>	<b>2,449,785</b>	
<b>Cash Outlays, Operating</b>													
Digital Media - 22k payroll	30,281	42,081	44,081	49,081	35,831	33,331	33,331	33,081	33,081	33,081	33,081	33,081	433,420
Visualization - 3.2k payroll	3,730	3,730	11,230	11,230	11,230	11,230	11,230	11,230	11,230	11,230	3,730	3,730	104,760
Licensing - 11k payroll	14,073	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	166,130
Conferences	500	50,500	15,500	10,500	45,500	500	500	500	500	35,500	500	500	161,000
G&A - Payroll & Related	64,608	64,150	64,150	64,150	64,150	64,150	64,150	64,150	64,150	64,150	64,150	64,150	770,258
G&A - Consulting & Professional	11,750	21,750	21,750	16,750	11,750	11,750	16,750	11,750	11,750	11,750	11,750	11,750	171,000
G&A - Operating & Administrative	26,020	26,020	26,020	26,020	26,020	26,020	26,020	26,020	26,020	53,020	26,431	27,281	340,907
<b>Total Cash Outlays</b>	<b>150,962</b>	<b>222,054</b>	<b>196,554</b>	<b>191,554</b>	<b>208,304</b>	<b>160,804</b>	<b>165,804</b>	<b>160,554</b>	<b>160,554</b>	<b>222,554</b>	<b>153,465</b>	<b>154,315</b>	<b>2,147,475</b>
<b>Net Cash From Operations</b>	<b>(51,462)</b>	<b>(72,554)</b>	<b>7,946</b>	<b>(14,554)</b>	<b>62,946</b>	<b>163,271</b>	<b>20,796</b>	<b>(11,079)</b>	<b>43,921</b>	<b>(25,584)</b>	<b>28,505</b>	<b>150,155</b>	<b>302,310</b>
<b>Cummulative</b>	<b>(51,462)</b>	<b>(124,016)</b>	<b>(116,070)</b>	<b>(130,623)</b>	<b>(67,677)</b>	<b>95,594</b>	<b>116,390</b>	<b>105,312</b>	<b>149,233</b>	<b>123,649</b>	<b>152,154</b>	<b>302,310</b>	
<b>Non-Operating or Cash Only Items</b>													
Settlement, Meringoff	24,004	19,826	7,824	7,824	7,824	7,824	23,472						98,597
Settlement, Versant	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
Severance Obligations	15,000		7,500		7,500								30,000
Interest payments, Bly	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	61,140
Historical Payables, Seed Media Group LLC	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	300,000
Trade Payables, Seed Media Group, Overdu	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	180,000
Trade Payables, ScienceWide, Overdue	5,000		5,000		5,000		5,000		5,000				25,000
Payments, Payroll Tax 2010	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
Payments, HSBC credit card balances	1,500	1,500	1,500	1,500	1,500	1,500	2,500	2,500	2,500	3,500	4,000	5,000	29,000
<b>Total Financing/Investing Outlays</b>	<b>110,599</b>	<b>86,421</b>	<b>86,919</b>	<b>74,419</b>	<b>86,919</b>	<b>74,419</b>	<b>96,067</b>	<b>67,595</b>	<b>72,595</b>	<b>68,595</b>	<b>69,095</b>	<b>70,095</b>	<b>963,737</b>
<b>NET CASH FLOW from Operations and Other</b>	<b>(162,061)</b>	<b>(158,975)</b>	<b>(78,973)</b>	<b>(88,973)</b>	<b>(23,973)</b>	<b>88,852</b>	<b>(75,270)</b>	<b>(78,674)</b>	<b>(28,674)</b>	<b>(94,179)</b>	<b>(40,590)</b>	<b>80,060</b>	<b>(661,427)</b>
<b>Cummulative</b>	<b>(162,061)</b>	<b>(321,035)</b>	<b>(400,008)</b>	<b>(488,981)</b>	<b>(512,953)</b>	<b>(424,101)</b>	<b>(499,371)</b>	<b>(578,045)</b>	<b>(606,719)</b>	<b>(700,898)</b>	<b>(741,487)</b>	<b>(661,427)</b>	

Projected Cash Flow 2011 - 2012													
Seed Media Group LLC													
Confidential													
Cash Receipts	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Jul-12	Aug-12	Sep-12	Oct-12	Nov-12	Dec-12	Total
Digital Media - GE	72,750	72,750	72,750	72,750	97,000	84,875	84,875	72,750	72,750	72,750	72,750	72,750	921,500
Digital Media - iPad Sales & Advertising	37,465	37,465	37,465	37,465	39,960	39,960	39,960	47,455	47,455	42,455	44,950	44,950	497,005
Visualization	40,000	52,500	40,000	52,500	52,500	45,000	32,500	45,000	32,500	52,500	27,500	27,500	500,000
Licensing	34,250	4,250	39,250	34,250	4,250	54,250	34,250	4,250	54,250	34,250	54,250	4,250	356,000
Conferences	0	45,000	120,000	75,000	120,000	234,920	0	0	45,000	45,000	0	0	684,920
<b>Total Cash Receipts</b>	<b>184,465</b>	<b>211,965</b>	<b>309,465</b>	<b>271,965</b>	<b>313,710</b>	<b>459,005</b>	<b>191,585</b>	<b>169,455</b>	<b>251,955</b>	<b>246,955</b>	<b>199,450</b>	<b>149,450</b>	<b>2,959,425</b>
<b>Cummulative</b>	<b>184,465</b>	<b>396,430</b>	<b>705,895</b>	<b>977,860</b>	<b>1,291,570</b>	<b>1,750,575</b>	<b>1,942,160</b>	<b>2,111,615</b>	<b>2,363,570</b>	<b>2,610,525</b>	<b>2,809,975</b>	<b>2,959,425</b>	
<b>Cash Outlays, Operating</b>													
Digital Media - 22k payroll	35,031	42,531	42,531	42,531	37,531	35,031	35,031	35,031	35,031	35,031	35,031	35,031	445,370
Visualization - 3.2k payroll	11,480	18,980	11,480	11,480	18,980	3,980	3,980	11,480	11,480	11,480	11,480	11,480	137,760
Licensing - 11k payroll	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	13,823	165,880
Conferences	500	35,500	35,500	20,500	55,500	20,500	20,500	500	35,500	35,500	500	500	261,000
G&A - Payroll & Related	71,483	71,483	71,483	71,483	71,483	71,483	71,483	71,483	71,483	71,483	71,483	71,483	857,800
G&A - Consulting & Professional	11,750	21,750	21,750	16,750	11,750	11,750	16,750	11,750	11,750	11,750	11,750	11,750	171,000
G&A - Operating & Administrative	26,431	26,431	26,431	26,431	26,431	26,431	26,431	26,431	26,431	36,431	27,684	28,534	330,523
<b>Total Cash Outlays</b>	<b>170,498</b>	<b>230,498</b>	<b>222,998</b>	<b>202,998</b>	<b>235,498</b>	<b>182,998</b>	<b>187,998</b>	<b>170,498</b>	<b>205,498</b>	<b>215,498</b>	<b>171,751</b>	<b>172,601</b>	<b>2,369,333</b>
<b>Net Cash From Operations</b>	<b>13,967</b>	<b>(18,533)</b>	<b>86,467</b>	<b>68,967</b>	<b>78,212</b>	<b>276,007</b>	<b>3,587</b>	<b>(1,043)</b>	<b>46,457</b>	<b>31,457</b>	<b>27,699</b>	<b>(23,151)</b>	<b>590,092</b>
<b>Cummulative</b>	<b>13,967</b>	<b>(4,566)</b>	<b>81,901</b>	<b>150,868</b>	<b>229,080</b>	<b>505,087</b>	<b>508,674</b>	<b>507,631</b>	<b>554,088</b>	<b>585,545</b>	<b>613,243</b>	<b>590,092</b>	
<b>Non-Operating or Cash Only Items</b>													
Settlement, Meringoff													0
Settlement, Versant	6,000												6,000
Severance Obligations													0
Interest payments, Bly	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	5,095	61,140
Historical Payables, Seed Media Group LLC													0
Trade Payables, Seed Media Group, Overdu													0
Trade Payables, ScienceWide, Overdue													0
Payments, Payroll Tax 2010	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
Payments, HSBC credit card balances													0
<b>Total Financing/Investing Outlays</b>	<b>21,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>15,095</b>	<b>187,140</b>
<b>NET CASH FLOW from Operations and Other</b>	<b>(7,128)</b>	<b>(33,628)</b>	<b>71,372</b>	<b>53,872</b>	<b>63,117</b>	<b>260,912</b>	<b>(11,508)</b>	<b>(16,138)</b>	<b>31,362</b>	<b>16,362</b>	<b>12,604</b>	<b>(38,246)</b>	<b>402,952</b>
<b>Cummulative</b>	<b>(7,128)</b>	<b>(40,756)</b>	<b>30,616</b>	<b>84,488</b>	<b>147,605</b>	<b>408,517</b>	<b>397,009</b>	<b>380,871</b>	<b>412,233</b>	<b>428,595</b>	<b>441,198</b>	<b>402,952</b>	



## **Seed Media Group LLC Revenue Assumptions – Projections 2011 – 2012**

### **Digital Media Revenue Assumptions**

- GE visualizing.org - \$75k per month in retainer fees for 2011 and 2012. Current contract is up for renewal May 31, 2011. GE has indicated that it wishes to renew.
- GE visualizing.org – new development for visualizing website assumed at \$50k per year in both 2011 and 2012.
- Ipad Application – we plan to develop an ipad app for Seed Magazine content and have assumed a \$4.99 sales price with 20k customers by year end (based on Seed Magazine subscriber list on file).
- Advertising – digital revenue from Seed and its properties; assumed at \$200k for 2011 and \$250k for 2012.

### **Visualization Revenue Assumptions**

- Designs - We assume \$50k as the average contract size for each visualization and assume we will do 4 in 2011 and 6 in 2012 as one-off visualizations. Seed recently won a \$50k visualization engagement from Amway who have indicated that they will want to do more.
- Retainers – We are closing on a deal with Bausch & Lomb for a visualization platform with a \$50k upfront payment for development and \$10k monthly retainer for one year.

### **Licensing Revenue Assumptions**

- McGraw Hill - We have pitched a content licensing deal with McGraw Hill at their request for a higher education life sciences digital portal that will launch in 2012. McGraw Hill has been quoted \$330k for archival content; paid half in 2010 and the balance in 2011 and \$120k per year for a three year future content deal beginning 2012. These deal specs are incorporated into the attached projections.
- Other Licensing – We will exploit other avenues for content licensing and have set a modest goal of \$115k for 2011 and \$185k for 2012.

### **Conference Revenue Assumptions**

- Seed Science - Seed will begin hosting its own Science conferences starting in 2011. We have assumed a registration fee of \$1999 per attendee with 50 paid attendees in 2011 and 80 in 2012. The conferences will additionally be underwritten by corporate sponsorships projected at \$200k in 2011 and \$250k in 2012.
- Visualizing.org Marathons – with one successful marathon under our belt, GE has indicated they will want to do 4 – 6 next year. We have assumed 3 in 2011 and 5 in 2012.

**Seed Media Group  
Cap Table**

10/15/10

	Shares Issued	% of Class Owned	% of Issued Equity	% of Diluted Equity	Purchase Cost in US\$
<b>Common shares *</b>	<u>5,000,000</u>	<u>100.0%</u>	<u>6.5%</u>	<u>5.5%</u>	<u>\$ 5,000,000</u>
<b>Series A Preferred</b>					
Innovium Media Properties	4,263,173	25.3%	5.6%	4.7%	1,025,000
All Other Investors	12,581,556	74.7%	16.4%	13.8%	3,024,999
<b>Total:</b>	<u>16,844,729</u>	<u>100.0%</u>	<u>21.9%</u>	<u>18.5%</u>	<u>\$ 4,049,999</u>
<b>Series B Preferred</b>					
Innovium Media Properties	10,552,605	60.0%	13.7%	11.6%	3,000,000
Wexner Group	7,035,070	40.0%	9.2%	7.7%	2,000,000
<b>Total:</b>	<u>17,587,675</u>	<u>100.0%</u>	<u>22.9%</u>	<u>19.3%</u>	<u>\$ 5,000,000</u>
<b>Series C Preferred</b>					
Innovium Media Properties	26,599,617	71.3%	34.7%	29.2%	7,042,500
All Other Investors	10,718,391	28.7%	14.0%	11.8%	2,827,500
<b>Total:</b>	<u>37,318,008</u>	<u>100.0%</u>	<u>34.7%</u>	<u>29.2%</u>	<u>\$ 9,870,000</u>
<b>Issued and Outstanding:</b>	<u>76,750,412</u>		<u>100.0%</u>	<u>72.5%</u>	<u>\$ 23,919,999</u>
<b>Management Participation Units *</b>					
Adam Bly	<u>14,295,880</u>			<u>15.7%</u>	
<b>Effective Fully-Diluted Shares:</b>	<u>91,046,292</u>			<u>100.0%</u>	<u>\$ 23,919,999</u>
<b>18% Secured Loans</b>					
Innovium Media Properties	485,665	56.4%	3.6%		
All Other Investors	375,000	43.6%	2.8%		
	<u>\$ 860,665</u>	<u>100.0%</u>	<u>6.4%</u>		
<b>12% Secured Extension Notes *</b>	<u>4,000,000</u>	<u>100.0%</u>	<u>29.5%</u>		
<b>6% Unsecured Long-term Loans *</b>	<u>\$ 150,000</u>	<u>100.0%</u>	<u>1.1%</u>		
<b>Accrued Dividends and Interest</b>					
Innovium Media Properties	2,980,107	34.3%	22.0%		
All Other Investors	5,706,891	65.7%	42.1%		
	<u>\$ 8,686,998</u>	<u>100.0%</u>	<u>64.1%</u>		
<b>All Debt Outstanding:</b>	<u>\$ 13,547,663</u>		<u>100.0%</u>		<u>\$ 13,547,663</u>

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**Total Capitalization:** **\$ 37,467,662**

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**Innovium Consolidated Ownership**

Equity	45.5%
Debt	25.6%

\* Innovium does not own any of this instrument

Schedule A  
**Seed Media Group LLC**  
**Limited Liability Company Agreement**  
**List of Members, Capital Contributions, and Units**  
**(as of December 15, 2009)**

<u>Name and Address of Members</u>	<u>Capital Contribution</u>	<u>Units</u>
Innovium Media Properties Corp. 130 Adelaide Street West Suite 3210 Toronto, Ontario M5H 3P5	\$7,042,500 \$3,000,000 \$1,025,000	26,599,617 Series C Preferred 10,552,605 Series B Preferred 4,263,173 Series A Preferred
Wexner Children's Trust II 551 Madison Avenue, 9 <sup>th</sup> Floor New York, NY 10022	\$1,360,500 \$2,000,000	5,212,644 Series C Preferred 7,035,070 Series B Preferred
Walnut Private Equity Fund, [REDACTED] 312 Walnut Street, Suite 1150 Cincinnati, Ohio 45202	\$860,000 \$1,220,000	3,295,019 Series C Preferred 5,074,214 Series A Preferred
John Porter	\$500,000	1,724,138 Series C Preferred
David B. Peterson Trust c/o Mr. Paul Newman Peterson Management 712 Fifth Avenue, 48 <sup>th</sup> Floor, New York, NY 10019	\$104,000	398,467 Series C Preferred
Steven Hirth [REDACTED]	\$50,000	191,571 Series C Preferred
Hauser 46 LLC 8260 Northcreek Drive, Suite 200 Cincinnati, OH 45236	\$20,500	78,544 Series C Preferred
Hauser Davis Tysoe LLC 8260 Northcreek Drive, Suite 200 Cincinnati, OH 45236	\$20,500	78,544 Series C Preferred
Joys Omnimedia Corporation Inc. 12 West 21 <sup>st</sup> Street, 7 <sup>th</sup> Floor New York, NY 10010	\$575,000 \$5,000,000	2,391,536 Series A Preferred 5,000,000 Common

4230094 Canada Inc. 1 Place Ville-Marie, Suite 2125 Montreal, QC H3B 2C6	\$400,000	1,663,676 Series A Preferred
Walnut Investment Partners, L 312 Walnut Street, Suite 1150 Cincinnati, Ohio 45202	\$305,000	1,268,553 Series A Preferred
88650 Canada Ltd. c/o Spiegel Sohmer Inc. 5 Place Ville-Marie, Suite 1203 Montreal, Quebec H3B 2G2	\$125,000	519,899 Series A Preferred
Beneficial Capital Corp. P. O. Box 40A Villanova, PA 19085	\$100,000	419,919 Series A Preferred
Mercury Trade International Ltd. P.O. Box F 42475 Freeport, Bahamas	\$100,000	419,919 Series A Preferred
Hirth Family LLC 36 West 44 <sup>th</sup> Street, Suite 1412 New York, NY 10036	\$100,000	419,919 Series A Preferred
Dan Burstein [REDACTED]	\$50,000	207,960 Series A Preferred
Paradigm Ventures 1609 Via Arriba Palos Verdes Estates, CA 90274	\$50,000	207,960 Series A Preferred
Adam Bly [REDACTED]	Services rendered to the Company	14,295,880 Participation Units

Total Capital Raised 24,008,000