

Terms proposed by MCR

EMPLOYEE ISSUES

1. CFO & Vice Chairman.

Company has the option to change either title at a later date.

2. Four Year Term. Consulting/Employment Agreement.

Exclusive. If terminated by Company prior to end of term all options vest.

3. No Salary

Note: MCR no salary too.

4. Participate in incentive plans and benefits same as all other senior executives.

5. 4% of Company at current valuation (120 Million) vesting 1% per year.

STOCKHOLDER ISSUES

6. Purchase from MCR same amount of shares as original investment at same rate. (\$5 Million at Private Placement Round Rate).

7. Purchase from DEN an additional 2% at current valuation (120 Million) for his daughters..

MCR/CMS/BJP ISSUES

Employee Issues:

1. BJP under contract.
2. MCR no contract.
3. CMS no contract.

Stockholder Issues:

MCR proposes the following as his compensation plan:

1. DEN reaches each \$1 Billion increase in market cap he is issued warrants to buy up to 2% of company at that market cap up to a market cap of \$10 billion.

For MH and prior investors this means their investment is appreciating by a factor of 12 for each \$1 Billion increase in Company market cap. (i.e. \$5 million is worth \$60 million at a \$1 Billion market cap; \$5 million is worth \$600 million at a \$10 billion market cap).

MCR proposes the following for CMS compensation plan:

2. DEN reaches each \$1 Billion increase in market cap he is issued warrants to buy up to $\frac{1}{2}$ of 1% of company at that market cap up to a market cap of \$10 billion.

MCR proposes the following as BJP's Incentive Plan:

3. DEN reaches each \$1 Billion increase in market cap he is issued warrants to buy up to $\frac{1}{4}$ of 1% of company at that market cap up to a market cap of \$10 billion.