

Business Plan



January 10, 2002

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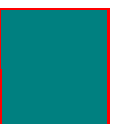
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Introduction

Foundation for Success

Amerifund Capital Group, LLC (AmCap) is a newly formed holding company founded in January 2002 and comprised of three principle entities:

- Amerifund Capital Securities, LLC. (AmCap Securities) – a NASD broker dealer
- Amerifund Capital Development (AmCap Development) – a financial project development, marketing and consulting group
- Amerifund Capital Partners, LLC (AmCap Partners) – a collection of specific purpose partnerships to capitalize on unique investment opportunities

AmCap believes that its financial services experience in the areas of real estate, energy, financial, and telecommunication markets represent a targeted focus for its services and capital development.

Mission Statement

To facilitate capital sourcing and formation by providing strategic financial services to its clients through innovative, cost efficient, and uniquely structured investment vehicles.

Vision for Success

Amerifund Capital Group plans to become one of the preeminent investment-banking boutiques in the southwest. Through its principal's historical success, and its continuing strategic partnership with Institutional Investors Consulting Company (IICC) in aggregating capital funds from institutional investors such as: pension funds, endowments, trusts, and foundations, AmCap has developed close relationships with major funding sources not easily accessed by the alternative investment community.

Amerifund Capital Development LLC, the sales and marketing division, will use the experience and relationships of AmCap to provide consulting services to institutions, private equity funds, and projects. Assistance will be provided to help funds expand and to help projects be structured and marketed in a manner that will enable successful capital development. AmCap Development expects to receive consulting and advisory fees, and equity participation in projects that it promotes.

AmCap's relationships will facilitate capital development through the utilization of institutional investors' alternative investments in private equity, mergers and acquisitions, mezzanine, and/or fund-of-funds.

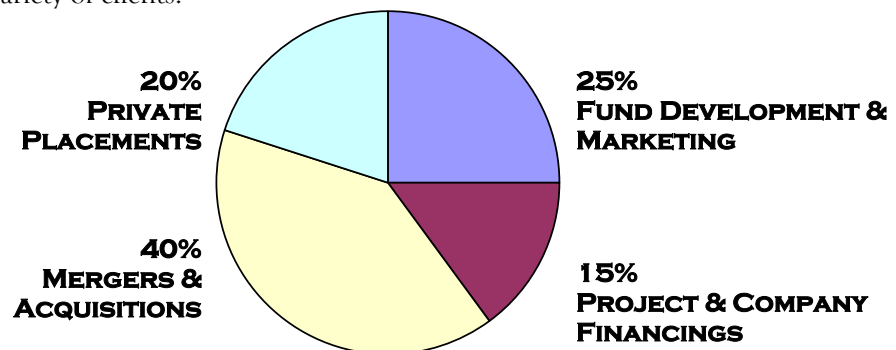


Amerifund Capital Securities LLC, the sales-trading division, will acquire IICC TradeCo, Inc. and expand its Broker-Dealer operations into new areas. This division of AmCap will expand the synergy of the holding company's market potential by enabling AmCap Development and AmCap Partners to successfully complete offerings in a timely manner. AmCap Securities will build on the market synergy between AmCap's divisions and specialize in mergers and acquisitions serving the core markets of real estate, energy, financial, and telecommunications. AmCap's existing and future relationships will facilitate capital development through the utilization of institutional investors' alternative investments in private equity, mergers and acquisitions, mezzanine, and/or fund-of-funds.

Amerifund Capital Partners LLC, the investment division of AmCap, will provide a General Partnership vehicle for creating specific limited partnerships, in which AmCap will be an equity participant, to take advantage of unique investment opportunities. The synergistic relationships with AmCap Securities and AmCap Development will facilitate capital development for these entities, including: MLPs; Limited and Joint Venture Partnerships; and traditional LLCs, C, and Sub-S Corporations.

Methodology

AmCap and its divisions will focus on four areas of business as shown in the chart below. These transaction areas will enable AmCap to provide high-value services to a variety of clients.



AmCap's unique combination of skill sets and experience in marketing, capital plan development, and financial planning provide an opportunity to build strategic services bridging the needs of three major groups:

- *Private Equity Funds*: hedge funds, specialty funds, fund-of-funds
- *Institutional Investors*: pension funds (public and private), endowments, trusts, and foundations
- *Capital Transactions*: financings; mergers and acquisitions; brokerage; and private placements



PRIVATE EQUITY FUNDS

AmCap Development will provide strategic services to facilitate fund development for private equity funds. Financial consulting and marketing services will include services such as:

- Fund Research & Development
- Investor Targeting
- Sales & Marketing
- Solicitation & Placement

Through these services, AmCap will support the successful development of private equity funds. Much of the fund development will focus on marketing the funds to AmCap's existing relationships with institutional investors. AmCap's management believes that it can achieve strong success in expanding the funds and markets it serves.

INSTITUTIONAL INVESTORS

For over a decade AmCap, through its management, has been building successful personal relationships with managers of a wide variety of institutional investors. These institutions are constantly seeking new investment vehicles for their funds. ICC and ICC TradeCo have demonstrated their ability to introduce institutions to high quality investments. AmCap will build on this fundraising experience in private equity, hedge funds, mezzanine funds, and fund-of-funds with its existing client base to provide dynamic investment support to institutions seeking to place funds. AmCap will play a critical role in matching the institutions with funds and applicable investment transactions.

CAPITAL TRANSACTIONS

AmCap's management has substantial capital development experience in the areas of real estate, energy, financial, and telecommunication markets. Its experience in these areas combined with its close relationships with institutional investors places AmCap in a central position to play a tactical role in finding funding for selected companies or projects. AmCap Development expects to receive advisory and consulting fees; commissions; and equity for enabling these transactions.

In addition, the AmCap Partners division will be used to create equity partnerships to facilitate a variety of business deals. This will also allow AmCap to leverage its institutional and private equity relationships.



Transaction Experience

For more than a decade, AmCap's founders, through IICC, IICC TradeCo, and other professional affiliations, have assisted numerous companies, projects and transactions with capital development in excess of \$500 million. A sampling includes:

Advisor

Comsul, Inc.
Transaction:

Telecommunications Company
Advisor on fairness opinion for \$10 million merger with SUPC, a NASDAQ publicly traded company

Placement Financing

Century Development
Transaction:

Privatized Student Housing Developer
Raised \$3.0 million for privatized student housing projects in Texas.

Shurgard SSL Benelux and Co
Transaction:

Private Mini Storage Centers
Arranged and placed a \$50 million credit facility for European private storage centers

Mergers

Medical Innovations, Inc.
Transaction:

Home Health Care Provider
Advisor & Investment Banker for \$30 Million merger of Medical Innovations with NYSE Horizon Health Care/CMC

Fund Management

Dillion Read
Transaction:

Venture Capital Fund II
Raised \$25 million for venture capital fund

American Private Equity Management L.L.C
Transaction:

Private Equity Money Manager
Presently, raising \$200 million for a fund of funds investing in privately held companies

Van Hedge Fund International, Inc.
Transaction:

Fund of Hedge Funds
Advisor and placement agent for \$1 billion Hedge Fund. Arranged \$75 million private label fund with U.S. Money Center Bank. Currently, funded in excess of \$100 million with pipeline fundings in excess of and additional \$150 million in due diligence



Relationships

For more than a decade through IICC and IICC TradeCo, AmCap's management has built and nurtured relationships with a wide variety of clients, investors, and funds, such as:

- Legacy Trust
- Palmetto Partners
- Sterling Group
- Merrick Capital
- Callier Interests
- K2 Capital
- Cornell Companies
- Van Hedge Fund Advisors
- Apache Corporation
- Encap
- Nest USA
- Nationwide Insurance
- Finger Interests, LTD
- Sternhill Partners
- Roy Huffington
- ACE Insurance
- HEB Pension Fund
- Convergent Investors
- AMR Investments
- Inter- Atlantic Fund

Strategic Partnership Opportunities

AmCap management has identified a number of opportunities for creating strategic relationships where AmCap's experience and expertise can provide high-value to clients through the establishment of focused strategic partnerships.

- Organize and setup Strategic Office of Supervisory Jurisdiction (OSJs) with partnership funds, ie. K2 Capital, Inter-Atlantic, IICC, JVWeb, and others. Through these relationships AmCap can help its partners to achieve their transaction goals more effectively and with additional financial return to the partner. In return for establishing the OSJs AmCap would be assured of a close relationship with the partners, their funds and will receive overrides on the transactions of the OSJs.
- Develop and manage an Information Clearing House (ICH) providing clients with alternative investment strategies, methods, opportunities, and professional support services. AmCap will develop a newsletter which will share information with clients and subscribers. A database of experienced support professionals will be developed for providing clients with access to high-quality people or companies with experience or services that are valuable to the development of alternative investment programs.
- Plan and initiate the development of an exchange market, Private Equity Market Exchange (PEMX), for providing market information and facilitating sales of private equity. AmCap management anticipates that this will be established as a separate division or company.

Company Structure

History

Amerifund Capital Group, LLC. (AmCap), through its principle subsidiary Amerifund Capital Securities (AmCap Securities), LLC, has been formed to facilitate the acquisition of IICC TradeCo, Inc., formerly known as Robinson & Sweeney, Inc. which was founded in 1982 as a New York Corporation licensed by the Securities & Exchange Commission and the National Association of Securities Dealers (NASD).

Robinson & Sweeney was acquired through a purchase transaction in 1992 by Institutional Investors Consulting Company as a wholly owned subsidiary and renamed IICC TradeCo, Inc. IICC is a fully disclosed NASD Broker/Dealer with a combined twenty year service history. Currently, the company is registered in eleven states with the ability to expand to all fifty states and abroad. It maintains its principle office in Houston, Texas and has been in the same location for ten years.

AmCap Team believes that its background of experience will give Amerifund Capital Group a strong foundation for building excellence and success in future projects.

Andrew J. Martin, the president and principal of IICC TradeCo for the last five years, has been with the firm for over eight years. The firm is fully registered with all applicable national regulatory agencies (NASD & SEC), state securities boards, and the Securities Investor Protection Corporation (SIPC). Additionally, the firm has maintained meticulous records and has over 10 years of audited financial statements.

Ownership

Amerifund Capital Group, LLC and its subsidiaries have been founded by Andrew J. Martin who has served as President & CEO of IICC TradeCo for over five years. Management projects ownership in the holding company as follows:

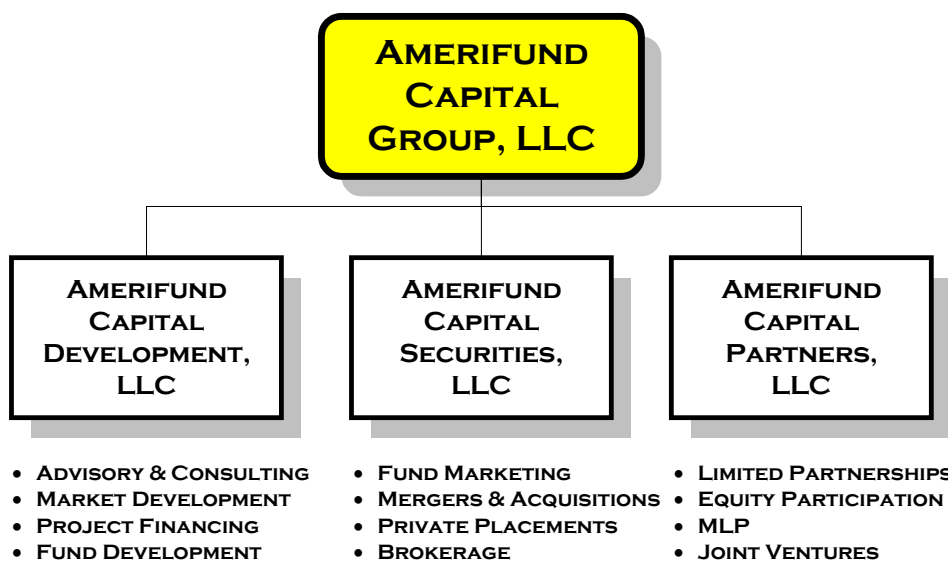
Founders	
• Andrew J. Martin	45%
• Challenge Group International, Inc.	10%
Officers, Management, & Key Personnel	15%
(3% allocated for Board of Directors & Advisory Board)	
Investors	30%



Amerifund Capital Securities will purchase 90% of IICC TradeCo for \$150,000 and assumption of up to \$35,000 in liabilities. The purchase will be financed with a cash downpayment of \$50,000 (split into two payments of \$25,000) at closing and a \$100,000 note payable quarterly at a 10% interest rate amortized over three years. The note will be held by the parent company - Amerifund Capital Group, LLC.

Structure

Amerifund Capital Group has been established as a holding company with three principle subsidiaries. The structure has been created to facilitate the development of innovative fund development and financial service deployment.



Management & Staff

AmCap has planned for a structure that can operate with a small management team. Andrew J. Martin will serve as Chairman and CEO. Additional management and support staff will be added with projections showing the staff growing to seven people by the end of 2002. Additional executive level support will be provided through a number of strategic relationships. A Board of Directors and Advisory Board will also be established to provide management support.

- Board of Directors & Officers: (meeting quarterly)
(see resumes in Appendix section)
 - Andrew J. Martin: Chairman & CEO
 - Steve Shaper: Director; Partner - Convergent Investors, Former President & CEO - Telecheck

- *Sydney K. Boone*: Director, Secretary & EVP; Former V.P of Acquisition & Development, Associate General Counsel for Living Centers of America
- *Jack Evans*: Director & Treasurer; Secretary & Treasurer of Trend Development
- *Michael P. Gallagher*: Director, VP, & Chief Financial Officer; Controller GE Aero Energy Products
- *Jeffrey Rawson*: Director; Chairman - Merrick Capital

Directors and Officers Insurance will be obtained. An ownership interest of 3% is allocated for non-executive members of the Board of Directors and Advisory Board. The Board of Directors will be expanded to seven people including two directors representing investors. Division boards will consist of three directors for each division. Directors may serve on multiple boards.

To insure effective professional operations and services AmCap will operate through a number of management committees. Committees will meet at least monthly.

- Executive Committee
 - *Andrew J. Martin, Jack Evans, Sydney K. Boone*
- Compensation Committee
 - *Andrew J. Martin, Steve Shaper, Sydney K. Boone*
- Audit Committee
 - *Jack Evans, Michael P. Gallagher, Investor Representative*

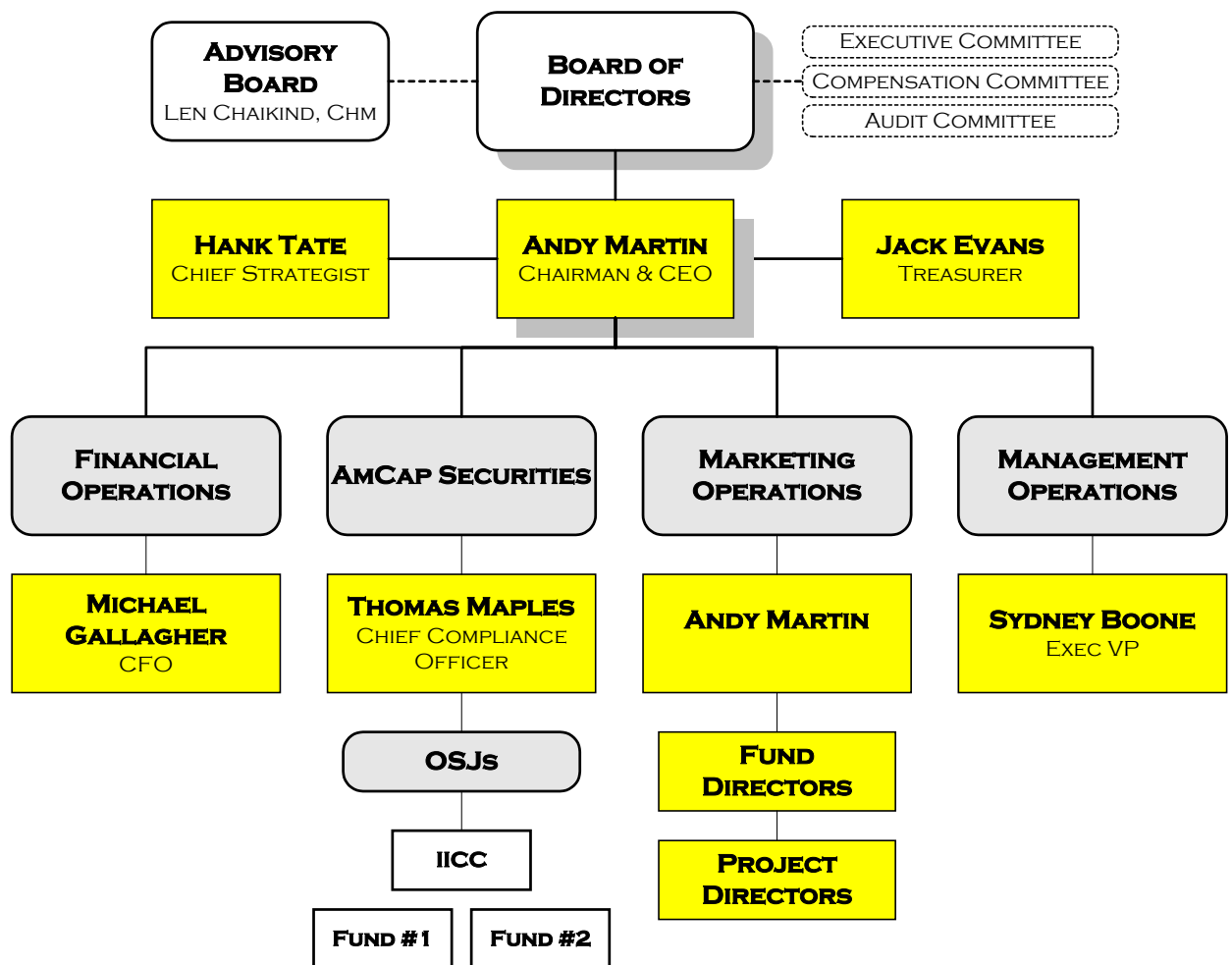
Andrew J. Martin, Sydney K. Boone, and Michael P. Gallagher will serve under management contracts for a duration of 3 to 5 years. A Buy-Sell agreement will exist with each.

- Advisory Board & Strategic Relationships (meeting twice a year)
 - *Leonard S. Chaikind*: Chairman of Advisory Board - Chairman IICC, Former Pension Administrator Shell Oil Pension & Savings Plans, Chairman of Challenge Group International, Inc.
 - *Peter Menikoff*: Director - Chairman of Finance Committee & Board of Directors Ace Insurance Company, LTD., Former EVP & Treasurer of Tenneco, Inc.
 - *Greg J. Micek JD*: Chairman & CEO - JVWeb, Inc.
- Support Professionals
 - *Thomas R. Maples CPA*: AmCap Securities Compliance Officer; CFO IICC
 - *Hank Tate*: AmCap Chief Strategist; CEO, Synogy - Strategic Planning, Business Systems & Processes Development

- Professional Consultants
 - *John Malone*: CPA & JD - Auditor - Malone & Bailey
 - *Mark Coffin*: Securities Counsel - Adams & Reese
 - *James W. Christian*: Real Estate Counsel - Christian & Smith
 - *B. J. Williams*: Banking Counsel - Chairman, Sun Belt National Bank (in organization)
 - *Steven M. Samburg*: Clearing Broker - First Southwest Company
 - *Jim D. MacWilliam*: Insurance - Insurance Concepts

AmCap Functional Organization Chart

The chart below illustrates the operational relationships and responsibilities of AmCap's team.



Operational Plan

Services

AMERIFUND CAPITAL DEVELOPMENT

Amerifund Capital Development (AmCap Development) will focus on developing strategic capital development and financial services for three markets:

REAL ESTATE DEVELOPMENT: AmCap development will be actively involved in developing or providing consulting to a variety of real estate projects.

This area of service will include; providing professional expertise in strategic planning, developing capital structures for ventures, and raising funding for projects such as:

- Florida based time-share condominium – equity and debt sourcing
- Texas hospital and medical office building – partnership equity and debt placement

The ability to grow AmCap Development's revenues through strategic partnership opportunities is quite exciting and allow it to capture revenue streams with low overhead costs.

These projects provide a variety of income streams:

- \$2,500-10,000 Retainer Fees for consulting or project support services (paid monthly for 18-24 months)
- 2.5-10% Fees for commission on the funds raised. Paid at closing
- 2-15% equity position projects

PROJECT FINANCINGS: AmCap will leverage its relationships with Institutional Investors and Private Equity Funds to facilitate the structuring and financing of projects and businesses such as:

- Agricultural product – B&I loan and industrial revenue bond
- NuStem – Fetal cord-blood bank. Private placement - \$20,000,000

Income will be derived from commission fees for raising the funding:

- 1-10% Commission or fees on funds raised



CONSULTING & MARKETING OF PRIVATE EQUITY FUNDS: AmCap Development will provide strategic consulting services to facilitate fund development for private equity funds. Financial consulting and marketing services will include services such as:

- Project due diligence
- Research
- Competitive analysis
- Market identification & profiling
- Marketing plans & fund development
- Advertising, marketing, and public relations
- Neural-net marketing
- Telemarketing campaign
- Website & Newsletter coordination & implementation
- Client relationship management (CRM) programs
- PowerPoint presentations
- Road show organization & scheduling
- Private Placement planning, documentation, and solicitation

Through these services, AmCap will support the successful development of private equity funds. Much of the fund development will focus on marketing the funds to AmCap's existing relationships with institutional investors. AmCap management believes that it can achieve strong success in expanding the funds it services.

Consulting in these areas will provide consulting fee income to AmCap:

- \$5,000–20,000 Consulting Fees
Though some consulting projects may be long-term projects. Projections are made only for short, one-month, projects.

AMERIFUND CAPITAL SECURITIES

Amerifund Capital Securities (AmCap Securities) will focus on applying its securities experience, relationships, and licenses to further the capital growth of a variety of ventures:

ASSET MANAGEMENT - FUND DEVELOPMENT, MARKETING & PLACEMENT:

AmCap Securities will provide marketing services to private equity funds and institutional investors to expand their reputation, effectiveness, and size.

- *Van Hedge Fund Advisors International, Inc:* Placed over \$100 million into its customized money manager program and the Van Diversified Low Volatility Fund, LTD. (a fund-of-funds).



- *Inter-Atlantic Fund, LP:* (offshore financial services private equity fund) US\$300 million – co-marketing campaign with IICC as lead development manager.
- *AMR Investments – American Private Equity Partners, LP:* (private equity fund-of-funds sponsored by Hicks Muse: Freemont Partners, Castle Harlan, and Evercore Capital Partners) Actively marketing to IICC clientele to secure \$50 million.
- *K2 Capital, LP:* (private equity fund-of-funds) Pre-Due Diligence and contract negotiation.
- *Cadagan Management, LLC:* (private investment fund sponsoring a family of multi-manager hedge funds [alternative strategies] for qualified US and offshore investors) Pre-due diligence and contract negotiation.

AmCap Securities provides all the necessary tools to match investors with funds and the direct investments market.

These projects provide a variety of income streams:

- \$5,000–25,000 Retainer Fees (paid monthly or quarterly up to 12 months)
- 50–100 Basis Points Commission on the funds raised. Paid quarterly over the life of the partnership/fund.
- 10–25% Trail or performance on investment of 5-20% depending on the type of fund.

FUND BROKERAGE: AmCap Development will receive brokerage fees and commissions as applicable.

- *Van Hedge Fund Advisors International:* Placed over \$100 million into its customized money manager program and the Van Diversified Low Volatility Fund, LTD. (a fund-of-funds).
- *Hamilton Lewis Capital Management, Inc.:* \$50 million minority money manager of public equities.

These projects provide brokerage income streams:

- 50–100 Basis Points trading commission on the funds under management. Paid monthly over the duration of the contract.

MERGERS & ACQUISITIONS: AmCap’s management has been involved in the structuring and recapitalization of several companies and foresees numerous opportunities to facilitate mergers and acquisitions in the micro to small-cap markets. The access to funds and capital resources, deal flow, along with the experience of AmCap’s team in these type transactions, should provide excellent long-term revenue growth. In addition, AmCap plans to work with institutional



funds and private equity sources to create, or identify capital for the purpose of funding mergers and acquisitions.

These projects provide a variety of income streams:

- \$10,000–50,000 Retainer Fees (paid monthly or project milestones)
- 50–300 Basis Points Commission on the transaction value. Paid on funding or completion of the transaction.
- 10-100 Basis Points equity or carried interest in the merged or acquired entity subject to size and services provided.

No projections have been included for income from this area.

AMERIFUND CAPITAL PARTNERS

The synergy of AmCap’s structure provides an opportunity to play a strategic role as an active partner in a wide variety of projects. AmCap Partners are Limited Partnership vehicles for establishing and managing such equity relationships. It is anticipated that AmCap will be involved in a number of projects each year, but no financial forecasts have been made for business that could take place under this division.

AmCap Partners, and its position within the AmCap Group, provides a structured support environment for creating and successfully developing “internal” investment projects with a wide variety of strategic partners.

Technology Plan

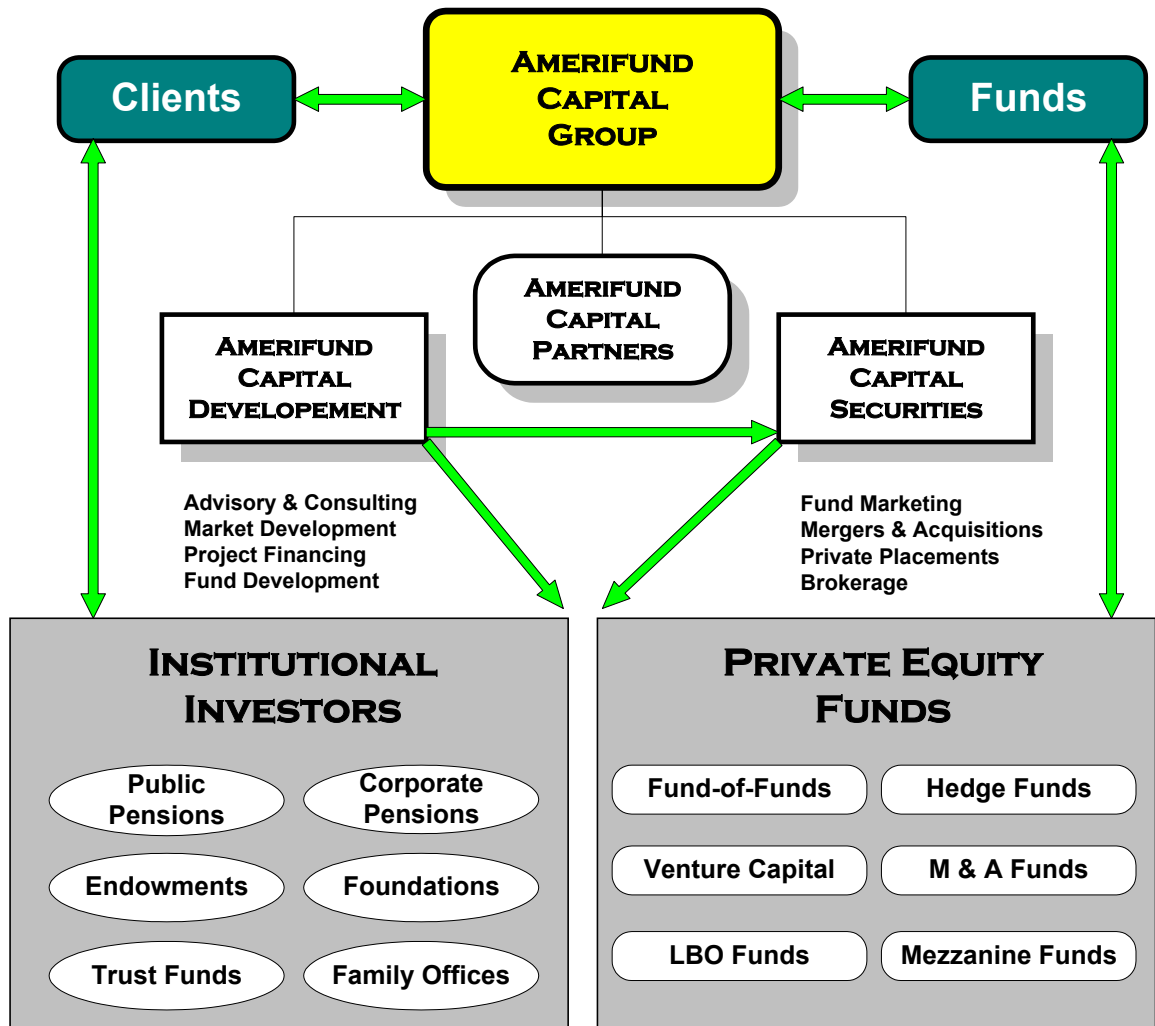
AmCap recognizes that there are technology innovations available which can dramatically increase the effectiveness of operational systems and processes to produce more rapid response and higher client satisfaction. Management has budgeted a substantial investment for the development of database programs to collect and profile all investors, projects, and specialists. This knowledge platform will enable AmCap to provide highly valuable information and services to its clients on a more timely and cost-efficient basis.



Operations Flow

The following chart demonstrates the flow of operations within AmCap. The arrows show how projects and services are deployed from Amerifund Capital Group to the subsidiaries for actual performance of services to the clients. Most transactions will start with Advisory and Consulting services provided by AmCap Development. The strategic planning and development of documentation for a project will be done by AmCap Development. Presentation of the project to investors will be jointly pursued by AmCap Development and AmCap Securities. AmCap Securities will handle actual marketing and closing of investment transactions to follow all securities requirements and regulations.

Some of the Institutional Investors and Private Equity Funds to which projects will be presented could also be clients of AmCap.



Financial Proformas

Overview

Management has produced an in-depth financial analysis of AmCap's projected operations for three years. An effort has been made to break all assumptions into component factors and project each factor conservatively. An effort has been made to project growth and income below expectations and expenses aggressively.

Management acknowledges, however, that actual business operations will vary from the assumptions presented and market conditions may produce dramatically different results from the projections shown.

The following chart provides an overview of the financial projections. A complete Financial Proforma is included in the *Appendix*. Key assumptions are included below.

PROFORMA PROFIT/LOSS

The chart below describes a financial overview from the complete proforma profit & loss forecasts include actual audited financials from IICC TradeCo, Inc. showing trading and placement activities for the period 1/1/01 - 12/31/01.

Three years of the financial forecast are shown below. The figures include the amalgamation of all AmCap entities' revenue and expenses, EBITA and projected earnings per interest with earning multiples capital valuation. Full five year financial projections are included in the *Appendix*.

	<u>Actual</u>	<u>Forecast</u>			<i>\$ Millions</i>
	2001 ⁽¹⁾ 1/01-12/01	2002 1/02-12/02	2003 1/03-12/03	2004 1/04-12/04	
Total Revenue	\$ 250,000	\$ 1.3	\$ 2.4	\$ 4.0	
Gross Margin	\$ 100,000	\$ 1.1	\$ 2.0	\$ 3.4	
Asset Growth	---	\$.5	\$ 1.4	\$ 2.6	
Loan Repayment	---	\$.4	\$.4	\$.4	
Operating Expenses ⁽²⁾	\$ 120,000	\$ 1.1	\$ 1.5	\$ 1.7	
Net Income (Before Tax)	\$ 30,000	\$ 0.1	\$ 1.4	\$ 3.2	
Assume 35% tax rate		\$ 0.1	\$ 0.6	\$ 1.2	
Net Income	---	\$ 0.0	\$.3	\$ 1.0	

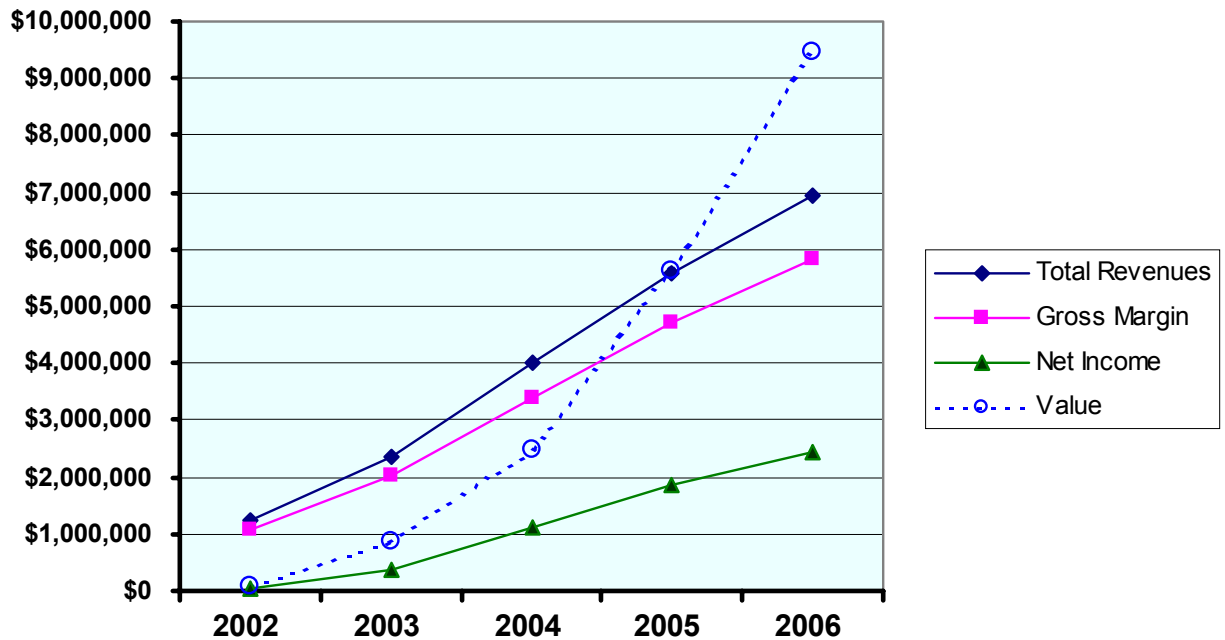
- (1) Actual audited financials for IICC TradeCo, Inc. to be acquired by Amerifund Capital Group through Amerifund Capital Securities, LLC. 1/01-12/01 revenue/expense include estimates for the 12/1 - 12/31/01
- (2) The Operating Expenses which Andrew J. Martin is partially compensated from have been expensed back up through IICC, the parent company of IICC TradeCo, by way of a management contract that expired 12/31/01.

**Growth Projection
Chart**

The following chart shows the growth in Revenue, Gross Margin, Net Profit, and Value of AmCap from the complete 5 Year Proforma Financials.

The “Value” shown includes: Cumulative Cash Position + Cumulative Capital Investment + Projected Cumulative Asset Growth (after setasides for Investor ROI and Reserve Fund). It is charted as if all of the value of the company was liquidated in the year charted.

REVENUE, GROSS MARGIN, NET PROFIT & VALUE





Design of Financial Projections

The model used to produce AmCap's financial projections is a proprietary Excel program developed by Synogy (info@Synogy.com). It is structured to present information required by Investors in a logical fashion. Along with the financial projections, AmCap presents a collection of related statistics showing growth of various parameters and assumptions.

Four categories of Financial Reports are included in the complete financial package:

AMCAP FINANCIAL ASSUMPTIONS

A detailed report of the assumptions used to create AmCap's Financial Projections.

5-YEAR SUMMARY REPORT

This report shows only the annual totals for each of the five years. The categories and layout is the same as the Annual Summary Report.

ANNUAL SUMMARY REPORT

This report collects the financial details of AmCap's projections into an annual report, by month, for each year.


DETAIL REPORT

This report presents all of the details from which the Annual Summary Report is derived. All financial projections are broken down into component assumptions and calculations. All assumptions are shown at the beginning of each section of calculations. Most projections are based upon financial calculations driven by the assumptions rather than being directly entered. When printed in color all of the spreadsheet cells containing formulas are light purple. All cells with manually entered data are light yellow.

Summary Reports


The top section of the spreadsheet collects all appropriate information and financials into a summary report, by month, for each year. The 5-year Summary Report presents the same information with only the annual totals. The summary reports include the following sections:

- ◆ Growth Projections
 - Amerifund Capital Development (ACD)
 - ACD Real Estate Development Projects
 - ACD Project Brokerage
 - ACD Project Financings
 - ACD Consulting Contracts

- 
-
- Amerifund Capital Securities (ACS)
 - ACS New Funds Raised per Year
 - ACS Cumulative New Funds Raised
 - ACS Cumulative Total Funds Under Management
 - ◆ Revenues
 - ACD Total Income
 - ACS Total Income
 - Cost of Sales
 - Gross Margin
 - ◆ Asset Growth
 - ACD Real Estate Development - Assets
 - ACD Project Financings - Assets
 - ◆ Expenses
 - Total Employees
 - General & Administrative
 - Staff Expenses
 - Support Contractors
 - Miscellaneous Expenses
 - Technical Expenses
 - Marketing & Sales Expenses
 - Facilities Expenses
 - ◆ Net Income (Loss)
 - ◆ Capital Expenditures
 - G&A Employee Setup
 - Furnishings & Equipment
 - ◆ Sources & Uses of Cash
 - ◆ Total Investment Required
 - ◆ Net Present Value (calculated at 10% interest)
 - NPV on Net Income
 - NPV on Cash
 - NPV on Cash + Assets

Detail Report

The bottom section of the spreadsheet presents a detail report of all the assumptions and calculations which drive the Summary Reports. Each section of calculations starts with a statement of the key assumptions used to drive the financial calculations. All employee calculations reference a common collection of assumptions which is presented after the sections calculating growth and income, and prior to the sections calculating expenses.



Each division of the company provides for four levels of staff. Each staff level is independently calculated for salary, benefits, overhead, travel, conventions, recruiting expenses, and bonuses. Staff growth for each employee level is calculated independently. Each staff expenses section has the following calculations:

- Staff Assumptions
- Staff Expense Calculations
- New Staff Calculations
- Total Cumulative Staff
- Payroll & Benefits
- Travel, Conference, & Entertainment Expenses
- Recruiting & Bonus
- Billable Adjustment (for billable employees)

Adjustments to each year's assumptions are made in columns separating each year's Detail Report Calculations.

Financial Practices

SUMMARY OF ASSUMPTIONS AND PRACTICES

All of the financial information included reflects the anticipated income and expenses for the operations of Amerifund Capital Group, LLC.. These financial projections are based upon certain income levels and present, to the best of management's knowledge and belief, the expected results of operations and significant changes in financial position of the projection periods if such income levels are attained. Market data has been derived from third party sources of information and relies on historical data. Current and future data could vary substantially and could affect the accuracy of the market projections shown.

The assumptions disclosed herein are those that management believes are significant to the projections. However, even if the funding and income levels are attained, there will usually be differences between projected and actual results because events and circumstances frequently do not occur as expected, and those differences may be material. The other sections of this Business Plan should be read in conjunction with the financial projections.

AmCap Funding

FUNDING ASSUMPTIONS

All of AmCap's financial projections are based on the following financial activity and projections. Two rounds of funding are assumed.

FIRST ROUND FUNDING - \$350,000 (JANUARY 2002)

Use of Funds - Projections show the first round of funding covering the first quarter of operations and establishment of AmCap's operations. Funds from the first round of financing will be used predominantly in the following areas (all figures are approximate):

Down payment on BD ¹	\$50,000
Clearing Deposit Reserve ²	\$50,000
Working Capital ³	\$100,000
Travel, Conf & Entertainment ⁴	\$5,000
Legal, accounting & compliance ⁵	\$10,000
Debt Reduction ⁶	\$35,000
Database Development ⁷	\$30,000
Website Development ⁸	\$15,000
Corporate ID Package ⁹	\$14,000
Advertising, Marketing & PR ¹⁰	\$8,500
Rent & Deposits ¹¹	\$7,500
Computers, Printers, & Software ¹²	\$16,500
Furniture & Equipment ¹³	\$8,500
	<u>\$350,000</u>


¹ \$50,000 down payment on original purchase price of \$150,000 for IICC TradeCo, Inc., with a \$100,000 note carried in the parent company name (Amerifund Capital Group, LLC) payable over three years on a quarterly basis at 10% interest rate. \$25,000 paid on 1/31/02 and \$25,000 paid on 2/15/02

² \$50,000 clearing deposit reserve pledged at First Southwest Company in Dallas for our clearing broker and represents additional capital on the balance sheet of Amerifund Capital Securities, LLC

³ \$100,000 Working Capital is an allocation for payroll, direct, and indirect expenses for the first three months of operation of AmCap and its principal subsidiaries.

⁴ \$5,000 Travel, Conference & Entertainment covers meetings with funds, investors, and attending alternative investment seminars.

⁵ \$10,000 Legal, Accounting, & Compliance covers expenses associated with the establishment of AmCap and the acquisition of IICC TradeCo,



including; tax advice, accounting, NASD & SEC compliance filings and approvals.

- ⁶ \$35,000 debt reduction includes assumption of debt on balance sheet of IICC TradeCo including license, fees, sales commissions, and overhead expenses as applicable.
- ⁷ \$30,000 Database Development expense will include the creation of a database system for managing profile information and investment history on all Institutional Investors, VCs, public and private pension funds, endowments, trusts, foundations, fund-of-funds, private equity funds, mezzanine, and hedge funds.
- ⁸ \$15,000 Website Development covers development of an interactive website accessible to clients and investors to view fund offering documents, PowerPoint presentations, and other supporting documents regarding projects and investment opportunities.
- ⁹ \$14,000 Corporate ID package will include logo development, stationery, brochures, and newsletter formats.
- ¹⁰ \$8,500 Advertising, Marketing, & Public Relations - PR announcements, trade journal and newspaper ads, direct email marketing
- ¹¹ \$7,500 Rent & Deposits - Rental space deposit along with first and last month's rent paid in April 2001.
- ¹² \$16,500 for purchasing or lease deposits on computers, printers, scanner, fax machines, and copier.
- ¹³ \$8,500 Furniture & Fixtures - for remodeling and furnishing 1,800 square foot office space with reception area and boardroom.

SECOND ROUND FUNDING - \$350,000 (MAY 2002)

Use of Funds - Projections show the second round of funding at the end of the second quarter of operations. The funding will complete the establishment of operations for the company, including: moving into new offices, initiating salaries, and implementing data management plans. The second round of funds should carry AmCap through to positive cash flow.



AmCap Proforma Assumptions

The Proforma Financial Projections include a compilation of all revenues and expenses from all divisions of AmCap to reflect the overall projected operations of Amerifund Capital Group and the interests of the investors.

AMERIFUND CAPITAL DEVELOPMENT – GROWTH & REVENUE

The following assumptions are made regarding the revenue of AmCap Development. Management projects income from the following areas. Other areas of business not included in these projections may provide additional sources of revenue.

ACD Real Estate Development


Management anticipates being an active player in real estate development projects. From these projects AmCap projects receiving income from the following areas:

- *Line (1)* An assumption is made that AmCap Development is involved in 3 projects in year one with growth to 5 projects per year by year three and following. Each project is assumed to run for 18 months and is then closed.
- *Line (3)* Cum Total ACD Real Estate Development reflects the total accounts in progress for each month.
- *Line (11)* Total ACD Real Estate Development – Total Income calculates the income from Real Estate Projects. It is assumed that each Real Estate Project produces income based on the following assumptions:
 - Total Project Size \$ 600,000
 - Average % of closing income from project 5.0%
 - Income received at closing of deal \$30,000
 - Retainer income received per month after closing \$2,000

ACD Project Brokerage

AmCap Development will provide brokerage services for the development, marketing, and placement of funds. The following assumptions drive the revenue from this area:

- *Line (2)* An assumption is made that AmCap Development is involved in 2 projects in year one with growth to 5 projects per year by year four and following.
- *Line (5)* Cum Total ACD Project Brokerage reflects the total Projects in progress for each month.

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- *Line (12)* Total ACD Project Brokerage – Total Income calculates the income from project brokerage services. It is assumed that each project produces income based on the following assumptions:
 - Total Project Size \$ 2,500,000
 - Average % of closing income from project 3.0%
 - Income received at closing of deal \$75,000

ACD Financings

AmCap Development will provide services to assist companies and projects to prepare for and pursue financing for projects. The following assumptions drive the revenue from this area:

- *Line (3)* An assumption is made that AmCap Development is involved in 4 projects in year one with growth to 10 financings per year by year five.
- *Line (6)* Cum Total ACD Financings reflects the total Projects in progress for each month.
- *Line (13)* Total ACD Financings – Total Income calculates the income from financing services. It is assumed that each project produces income based on the following assumptions:
 - Total Project Size \$ 5,000,000
 - Average % of closing income from project 1.5%
 - Income received at closing of deal \$75,000
 - Retainer income received per month after closing \$2,000

ACD Consulting

AmCap Development will provide consulting services in a variety of areas to assist funds, institutions, and companies plan and implement various projects. The following assumptions drive the revenue from this area:

- *Line (7)* An assumption is made that AmCap Development is involved in 3 consulting projects in year one with growth to 7 contracts per year by year three and following.
- *Line (14)* It is assumed that each consulting contract brings in \$10,000 for one month.



AMERIFUND CAPITAL SECURITIES – GROWTH & REVENUE

ACS Fund Marketing

AmCap Development will provide services to assist a variety of funds in expanding the size of the fund. The following assumptions drive the revenue from this area:

- *Line (8)* Only five funds are projected. Each fund is added to the financials based upon the anticipated timing of the relationships existing or projected. An assumption is made for how much capital can be raised for each fund over the year. The funds raised are added to AmCap’s account with the fund every quarter to determine the additional value on which AmCap will receive fees. Line (8) reflects the NEW capital raised from all five funds.
- *Line (9)* This line calculates the cumulative funds raised for all of the five funds. It reflects the cumulative success of AmCap’s fund raising efforts. This line itself is not used to determine income – only for reporting.
- *Line (10)* This line calculates the the total funds under management for all of the five funds. It reflects cumulative funds raised by AmCap plus pre-existing funds in the five funds. This line itself is not used to calculate income for AmCap Securities – it is only for reporting.
- *Line (15)* Total ACS Fund Mktg – Management Income. AmCap Securities receives a management fee on the cumulative capital raised by AmCap for a fund. A revenue stream is calculated in the detail section for each of the five funds. The revenue received varies from 0.0025 to 0.01 points depending on the fund. Line (15) totals the income for management derived from all five funds combined.
- *Line (16)* Total ACS Fund Mktg – Brokerage Income. AmCap Securities receives a brokerage fee on all funds under management for each fund. The brokerage fee varies from 0.00065 to 0.005 depending on the fund. Line (16) totals the income for brokerage derived from the funds under management for all five funds.
- *Line (17)* Calculates the total of Line (16) and Line (17) to provide Total Income for ACS.

AMERIFUND CAPITAL PARTNERS – GROWTH & REVENUE

It is impossible to project the number and size of projects which may be established under Amerifund Capital Partners. No growth or revenue projections are included in AmCap’s Financial Proformas.



COST OF SALES

Commissions are the only type of expense applied as a Cost of Sales. The following assumptions drive the revenue from this area:

- *Line (18)* Two types of commissions are earned on ACS services.
 - Fund Management 25-35 % commission for the person raising the capital
 - Fund Brokerage 10% commission for the person raising the capital
- *Line (19)* An Management Override Commission of 10% of ACD and ACS income is calculated to provide incentive bonuses for management and staff.

ASSET GROWTH

AmCap expects to receive equity in a number of the projects it is involved with. Two type of projects with equity involvement are projectd. This area of the financials reflects the acquitision and growth of such equity. Each time a project of this type is projected to begin, an equity value is added to the asset according the the assumptions below. The value of those assets grows at assumed rates shown..

- *Line (21)* Cum ACD Real Estate Development - Asset Growth. Calculates the asset accumulation from real estate projects based on:
 - Average % of ownership in project 7.0%
 - Average value of ownership at closing \$ 42,000
 - Percent growth per year 15%
- *Line (22)* Cum ACD Financings - Asset Growth. Calculates the asset accumulation from real estate financings based on:
 - Average % of ownership in project 2.0%
 - Average value of ownership at closing \$ 100,000
 - Percent growth per year 10%



EXPENSES

General & Administrative

Staff Expenses

The following assumptions are used to derive AmCap's staff expenses. Four levels of employees defined. With a limited number of employees necessary to operate the company, AmCap has combined all employees into one division.

Each level of employee has a number of variable expenses calculated for employees at that level:

Benefits & Taxes - calculated as 30% of the base salary

Cell Phone - \$150/month average (High [150%], Medium [100%], Low [75%], No usage)

Pager - \$25/month

High Speed Internet Access Line (at home) - \$50/month

% Out of Town - used to determine Per Diem Expenses @ \$150/per day

Number of flights per month - used to determine airfare expenses @ \$500/flight average

Company Car - Determines monthly car allowance for a company car @ \$500.

% Auto Usage - used to determine:

Gas Reimbursement for company cars @ 22 days/month * 75 mi/day * 18 mpg * \$1.80/gal

Mileage Reimbursement for all other employees @ 22 days/month * 150 mi/day * \$0.31 /mile

Conferences Attended per year - used to determine additional cost of conference overhead at \$1,500 per conference

Entertainment Expense - calculated from % Out of Town * \$50/day

% Bonus - used to calculate year-end bonus amounts. It is assumed that all bonuses are earned every year. All bonuses are calculated quarterly.

Recruitment Expense - With such a small, and slowly growing, employee base, management doesn't anticipate paying recruiting fees. They are therefore calculated in month hired as 0% of annual salary. A recruiting expense of \$10,000 is shown for both General Managers to cover accrued expenses.

Setup Expenses - a Capital Expense is calculated at the time each employee is hired. The expense amount varies depending upon the level of the employee and varies from \$3,000 for clerical to \$10,000 for management and technical. The higher amount includes allocation for expenses to equip an office at home for leveraging effectiveness of leadership and technical staff.



EMPLOYEE COMPENSATION ASSUMPTIONS

Base salary compensation for staff is projected as:

	Salary	% Bonus
Executives	\$100,000	35%
Management	90,000	35%
Marketing	50,000	30%
Clerical	30,000	20%

Salaries are assumed to grow at 10% per year

Andy Martin, the Chairman & CEO, will be operating under a 5 year management contract. He will be limited to 50% of the standard commission rate for any projects he markets within AmCap.

An incentive bonus pool is created through a Management Override Commission of 10%. This bonus pool will act as a profit-sharing and directed bonus pool for all staff.

PROJECTED NUMBER OF EMPLOYEES

Total staff size is projected as:

	Yr 1	Yr 2	Yr 3	Yr 4	Yr 5
Executives	1	1	1	1	1
Management	2	2	2	2	2
Marketing	2	4	4	4	4
Clerical	2	3	3	3	3
Total Staff	7	10	10	10	10

G&A Support Contractors

Line (29)

It is planned that a number of people will provide business development and support services under defined-term contracts.

Tom Maples - Compliance, OSJ Manager	\$1,000-1,500 / month
Hank Tate - Strategy & Business Development	\$4,000-6,000 / month
Jack Evans - CFO	\$1,000-1,500 / month

Miscellaneous Expenses

Miscellaneous expenses are projected in the following areas:

PERSONNEL SUPPORT *Line (30)*

This area covers expenses for supporting and developing AmCap's employee base.

Training & Education	\$150 / month / employee
Dues & Subscriptions	\$5 / month / employee
Office Supplies	\$20 / month / employee

OFFICE RESOURCES *Line (31)*

This area covers expenses for various operating resources required:

Copier Lease	\$150 / month
Beginning in the 4 th month	
Financial Management Software	\$100 / month
Initial purchase in 2 nd Qtr	\$5,000
Telecom Software - initial purchase 10 th month	\$5,000
Corporate Software	\$100 / month
Initial purchase 2 nd Qtr	\$20,000
Internet Connection Fee	\$150

PROFESSIONAL SERVICES *Line (32)*

Legal Fees	\$500 / month
Initial expenses 1 st Qtr	\$3,000
Accounting Fees	\$250 / month / employee
Compliance	\$2,000 / month
Initial expenses 1 st Qtr	\$3,000
Business Consultants	\$8,000 / month
Beginning in 2 nd Qtr	

MISCELLANEOUS OVERHEAD *Line (33)*

The following operating expenses are categorized as Miscellaneous Overhead Expenses for AmCap:

Accrued Debt (from purchase of IICC TradeCo)	\$35,000
Other (undesignated expenses in 1 st Qtr)	\$35,000
Postage & Freight	\$10 / month / employee
Corporate Insurance (Liability, E&O, D&O)	\$5,000 1st year
	\$6,000 2nd yr. - 10% growth each yr.
Charitable Contributions	1.0% of Net Profits



Technical Expenses

Line (38)

Technical expenses will be accrued both as operating expenses and as capital expenses. Capital expenses are covered under a different section. The following technical operating expenses are calculated for AmCap:

Line (35) Computer Software	\$10,000
Through May 2002	
6 th month onward	\$500 / month
Line (36) Database - Develop & Maintain	\$2,000 / month
1 st Qtr Development	\$30,000
Line (37) Website Development	\$1,000 / month
Initial investment \$10,000 in 1 st Qtr	

Marketing & Sales Expenses

IMAGE, MARKETING MATERIALS & MANUALS

Management recognizes that the company’s materials reflect on the quality of the company. AmCap is committed to developing high-quality materials and has budget money for this key area. Responsibilities will include development of corporate image materials; marketing materials; advertising programs and materials. Strong attention will be paid to direct person-to-person marketing.

Image & Marketing Materials Design	\$250 / month
\$12,500 in 1 st Qtr	
Marketing Materials Cost	\$500 / month
\$6,500 in first five months	
Direct Mail Budget	\$350 / month
\$6,000 in first 5 months	
Publicity Contract	\$100 / month
\$3,000 in 2 nd Quarter	

OFFICE RENTAL EXPENSES

Line (44)

Facilities expenses are calculated based upon the total number of employees at the end of each year. The following assumptions are used to determine the size and cost of the headquarter office facilities.

Common Area	2,150 sq. ft.
Area per Employee	150 sq. ft.
Monthly Cost per sq. ft.	\$15.00 / sq. ft.
Overhead / Month (utilities, supplies)	\$0
included in lease	



Telephone Connection Fees / Employee / Month	\$75
\$150 / line with 2 employees / line	
\$5,000 setup in 3 rd month	
Long Distance / Employee / Month	\$50
Cleaning - done internally	\$0
Repairs & Maintenance (included in sub-lease)	\$0

Capital Expenses

G&A EMPLOYEE SETUP

Line (46)

A capital expense is added each time an employee is added to cover the expenses for setting up an employee - computer, furniture, phone, software, supplies, and a home office for executive level people

Executives	\$10,000
Directors	\$7,000
Marketing	\$5,000
Clerical	\$3,000

G&A FURNISHINGS & EQUIPMENT

Line (47)

Budgeted amounts for office furnishings and computer network equipment.

Computer Equipment	\$500 / month
\$31,500 in first 5 months	
Furnishings	\$250 / month
\$8,000 in 1 st Qtr	

Investment Offering

Investment Offering Terms

SERIES A PREFERRED MEMBERSHIP INTERESTS

AMERIFUND CAPITAL GROUP, LLC

350,000 INTERESTS AT \$1.00

Offering: The company is raising a total of \$700,000 from investors during 2002 with the first tranche raise of \$350,000 in the first quarter. The company intends to raise the money through the private sale of its Series A Preferred Membership Interests at \$1.00 per Interest with a minimum purchase of \$35,000 for the first tranche.

Each Interest will earn dividends at a rate of 10% per annum with payments paid semiannually in cash or in-kind (Interests).

The company will distribute 60% of the net cash flow from operations to the Series A preferred interest holder, including their 10% preferred coupon, until 1.5 times capital is returned to the investors, after which the distribution will revert to either 10% of net income, pro rata to their interest, or convert to common stock on a 1:1 basis at the discretion of the investor.

A 15% cash flow reserve will be set aside to facilitate future payments to Series A investors and also to allow the net capital of Amerifund Capital Securities, LLC, the broker-dealer, to grow for future business development needs.

The company anticipates raising the additional capital of \$350,000 through a private sale of series B non-voting interests. The terms will be defined on or before the 3rd quarter of 2002.

Ownership including Current Offering: If the company raises \$700,000 (in two tranches of \$350,000), ownership is anticipated as follows (fully diluted as to warrants, options, and preferred conversion);

Andrew J. Martin	45%
Challenge Group International, Inc.	10%
Key Management (stock & options)	12%
Board of Directors & Advisory Board (stock & options)	3%
Investors - Tranche #1	20%
Investors - Tranche #2	<u>10%</u>
Total	100%



Use of Proceeds: The Company intends to use the proceeds from this offering to acquire IICC TradeCo, Inc., for marketing activities intended to increase revenues substantially, and for working capital and other general corporate purposes.

Terms of the Offering: Investors must include the amount for which they have subscribed hereunder in cash or check at the time of tendering their Subscription Agreements to the Company. The funds must be available to the Company upon acceptance by the Company of the applicable subscriptions. All subscription funds will be deposited in the corporate account of the company. Acceptance or rejection of subscriptions is in the sole discretion of the Company.

Termination: The offering will terminate on the close of business on March 31, 2002 subject to the right of the Company to modify, withdraw or terminate the offering at any time. In addition, the Company may also elect to extend the offering in its sole discretion.

Dilution: All of the interest holders of the Company may be subject to dilution by equity incentive plans that the Company may offer to retain or employ key personnel. No such plan is currently in place.

Investor Suitability: The Series A Convertible Preferred Interests are being offered only to “accredited investors” who are deemed suitable by the Company.

Transfer Restrictions: The Series A Convertible Preferred Interests have not been registered under the Securities Act, or any other similar state statutes. They may not be offered, sold, pledged or otherwise transferred except as allowed by state and federal securities laws.

Additional Information: The company will furnish without charge to each person to whom it has offered a subscription any additional information as such person may desire and is available to the Company during the term of the offering.

The terms of the investment are subject to the definitive documents executed by the investors and the Company and this Term Sheet is qualified in its entirety by reference thereto.

Investment Merits

Investment Consideration & Merits

In management's opinion, an investment in AmCap has a number of merits compared to investments in other opportunities.

- Long term established history of core business entity – IICC TradeCo Inc. – a NASD Broker Dealer
- 10 years of audited financial statements
- Proven track record of board, principals, and advisory board members
- Current revenue stream on-line and increasing monthly
- Both current and future fund contracts in place and performing
- Excellent growth synergies between institutional investors, funds, and capital market opportunities (such as mergers and acquisitions)
- Preferred returns with strong cash flow distribution to investors resulting in projected 18-24 month return of and on investment
- Solid fund development and management yielding significant long term annuity type performance
- Dynamic business plan with strong financial backup and support documentation
- D&O insurance for officers and directors. Management contracts for key executives and key man insurance to fund buy-sell agreements.

Subscription Agreement

**AmCap Subscription
Agreement
(Sample)**

January 10, 2002

AMERIFUND CAPITAL GROUP, LLC

Offering of Series A Preferred Limited Liability Company Membership Interests

SUBSCRIPTION PACKET

THE SERIES A PREFERRED LIMITED LIABILITY COMPANY MEMBERSHIP INTERESTS REPRESENTED HEREBY HAVE NOT BEEN REGISTERED OR QUALIFIED PURSUANT TO THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS PROMULGATED THEREUNDER, OR PURSUANT TO THE SECURITIES LAWS OF ANY STATE, AND MAY NOT BE PLEDGED, HYPOTHECATED, SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT PURSUANT TO SUCH ACT AND REGISTRATION OR QUALIFICATION UNDER APPLICABLE STATE SECURITIES LAWS, UNLESS THE INITIAL MEMBER REASONABLY BELIEVES, UPON REVIEW OF SUCH DOCUMENTS AND ADVICE OF SUCH COUNSEL AS THE INITIAL MEMBER DEEMS NECESSARY OR APPROPRIATE, THAT AN EXEMPTION FROM SUCH REGISTRATION OR QUALIFICATION IS AVAILABLE.

THESE SERIES A PREFERRED LIMITED LIABILITY COMPANY MEMBERSHIP INTERESTS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES REGULATORY AUTHORITY OF ANY STATE NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF ANY CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.



SUBSCRIPTION AGREEMENT AND POWER OF ATTORNEY AND INVESTOR QUESTIONNAIRE GENERAL INFORMATION

1. Instructions.

Please read the Business Plan for Amerifund Capital Group, LLC (the "**Company**") and all of its attachments before you decide to participate. You may wish to and should consult with your legal counsel and tax and financial advisors before making your investment decision.

Having read the materials and consulted your advisors, if you would like to invest in the Company, please complete the following steps:

- (a) Complete and execute the Subscription Agreement and Power of Attorney, including signature pages;
- (b) Forward the entire Subscription Amount to the Company.

The completed documents must be returned to the Company, c/o Andrew J. Martin, 2600 South Gessner, Suite 501, Houston, Texas 77063. Any subscription may be accepted or rejected, in whole or in part, by the Company in its sole and absolute discretion, and no Series A Preferred Limited Liability Company Membership Interests (the "Preferred Interests") will be sold to any prospective investor until and unless his or her subscription is accepted by the Company. If those documents are completed for individuals subscribing as joint tenants or tenants-in-common, they must be completed by the person making the investment decision on behalf of the joint tenants or tenants-in-common. If joint tenants or tenants-in-common are not married or are each making the investment decision, a separate set of documents must be completed for each joint tenant or tenant-in-common.


The offering is scheduled to terminate on March 31, 2002. However, the Company has reserved the right to extend the offering for successive one-month periods.

2. Confidentiality.

EXCEPT AS PROVIDED BELOW, ALL INFORMATION CONTAINED IN THE SUBSCRIPTION AGREEMENT WILL BE TREATED CONFIDENTIALLY. Each subscriber will agree, however, that the Company may present the Subscription Agreement and attachments to such parties as it deems appropriate if called upon to establish that the proposed offer and sale of Preferred Interests comply with applicable laws, particularly securities laws.

3. Reliance.

The Company and its members, officers, directors, employees and/or authorized agents, shall be entitled to rely on the information contained in the Subscription Agreement with respect to the prospective investor's qualification for an investment in the Company. The Company believes that it is delivering the Business Plan to only those potential investors who are "accredited investors" by definition under respective Federal and state securities laws, rules and regulations, and by your completion and submission of this Subscription Agreement to the Company you are agreeing that the Company is correct and



understand that it is relying on your statements contained herein to that effect in its agreeing to offer and ultimately sell any Preferred Interests to you.

ALL PROSPECTIVE INVESTORS SHOULD PAY THEIR SUBSCRIPTION AMOUNTS TO:

**AMERIFUND CAPITAL GROUP, LLC
2600 South Gessner, Suite 501
Houston, Texas 77063**

ANY PROSPECTIVE INVESTOR SEEKING ADDITIONAL INFORMATION CONCERNING THE COMPANY, THE OFFERING, OR ANY OTHER MATTERS DISCUSSED IN THE MEMORANDUM OR THE EXHIBITS THERETO SHOULD CONTACT:

**Andrew J. Martin
Initial Member
Amerifund Capital Group, LLC
2600 South Gessner, Suite 501
Houston, Texas
Telephone: (713)266-4422**



AMERIFUND CAPITAL GROUP, LLC
(a Texas Limited Liability Company)

SUBSCRIPTION AGREEMENT

Amerifund Capital Group, LLC
2600 South Gessner, Suite 501
Houston, Texas 77063


Gentlemen:


1. Subscription.

- (a.) By executing this Subscription Agreement, I hereby agree to purchase the number of Series A Preferred Limited Liability Company Membership Interests (the "**Series A Preferred Membership Interests**") of Amerifund Capital Group, LLC, a Texas limited liability company (the "**Company**"), set forth on the signature page of this Subscription Agreement for the purchase price amount set forth on the signature page of this Subscription Agreement for the purchase price of \$10,000 per each one percent (1%) **Series A Preferred Membership Interest**, for a minimum of \$35,000 for three and one-half percent (3 ½ %) Interests.
- (b.) In subscribing for the **Series A Preferred Membership Interests**, I expressly acknowledge, understand, and agree that, upon receipt by the Company of the consideration specified below, this subscription is irrevocable, and I have no right to withdraw this subscription, and that I shall not become a Series A Preferred Member or have any interest in the Company until and unless this Subscription Agreement is accepted in writing by the Company. In addition, I understand that in the event the Company rejects all or a portion of my subscription, the Company will refund to me by mail all or the appropriate portion of the amount remitted with this subscription, with interest, if any, accrued thereon. The Company reserves the right to reject any subscription, in whole or in part, in its sole discretion and for any reason whatsoever, without liability to any prospective subscriber.

2. Representations and Warranties. I warrant and represent to the Company that:

- (a.) I am purchasing the **Series A Preferred Membership Interests** for investment only, for my own account, and not with a view to resell or otherwise distribute the **Series A Preferred Membership Interests**;
- (b.) I am not participating in an underwriting of the **Series A Preferred Membership Interests**;
- (c.) I will not take, or cause to be taken, any action that would cause me to be deemed an "underwriter" of the **Series A Preferred Membership Interests**, as that term is defined in Section 2(11) of the Securities Act of 1933, as amended (the "**1933 Act**");

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- (d.) I hereby acknowledge that I have received and carefully read a copy of the **Business Plan** of the Company dated January 10, 2002, as such may be modified from time to time (the "**Business Plan**") accompanying this Subscription Agreement and, in making the decision to purchase the **Series A Preferred Membership Interests**, have relied on an independent investigation made by me and/or on the advice given to me by my counsel, accountant or other advisers and **HAVE NOT RELIED** upon any projections or other information, oral or written (other than the **Business Plan** and any answers and materials furnished to me as described in this paragraph) that may have been provided to me by anyone. I further represent that I and my advisers have had the opportunity, prior to my decision to subscribe for the **Series A Preferred Membership Interests**, to ask questions and receive answers concerning the terms and conditions of the offering of the **Series A Preferred Membership Interests** in the Company and to obtain any additional information (to the extent that the Company possesses or can acquire such information without unreasonable effort or expense) necessary to evaluate this investment and to verify the accuracy of any information contained in the **Business Plan** or otherwise furnished to me and my advisers. No oral representations have been made or oral information furnished to me or my advisers by the Company or any of its officers, directors, or employees in connection with the offering of the **Series A Preferred Membership Interests** that were inconsistent with the **Business Plan**.
- (e.) I am capable of bearing the economic risks of an investment in the **Series A Preferred Membership Interests**; I have adequate financial means of providing for my current and foreseeable needs; and I have sufficient financial liquidity so that I do not anticipate any need to sell the **Series A Preferred Membership Interests** in the foreseeable future;
- (f.) I am a citizen of the United States and at least 21 years of age.
- (g.) I am an "accredited investor" as that term is defined under the federal security laws and the state security laws of the state in which I have my permanent residence; further, I have a net worth at least equal to five (5) times my investment in the Company;
- (h.) No representations have been made to me concerning projected results, expected yields or any other prospective information concerning operation of the Company, and no representations have been made to me which contradict or conflict with any of the information in the **Business Plan**. I understand that the projected financial statements set forth in the **Business Plan** represent a model of performance results based upon the assumptions contained therein, that the results shown in the projection will not be achieved unless all of the assumptions underlying the projection are accurate, and that it is highly unlikely that all of the assumptions underlying the projection will be accurate; and
- (i) The information provided by me to the Company in connection with my subscription for the **Series A Preferred Membership Interests** subscribed for hereunder (including, without limitation, such information as I have provided in this Subscription Agreement and attachments) is complete and accurate, and may be relied upon by the Company. If there is any material change in such information prior to acceptance of this Subscription Agreement, I will notify the Company of such change as soon as practicable.

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-
3. Restrictions on Transfer of the Series A Preferred Membership Interests. I hereby acknowledge and agree to the following:
- (a.) The **Series A Preferred Membership Interests** have not been registered under the securities act of any state or the 1933 Act, in reliance on exemptions contained in those laws or the inapplicability of those laws, and I have no right to require such registration of the Series A Preferred Membership Interests;
 - (b.) I shall not sell, pledge, hypothecate, donate, or otherwise transfer the **Series A Preferred Membership Interests**, whether or not for consideration, except upon compliance with the terms of the Company's Limited Liability Company Agreement and unless this requirement is waived by the Company in its sole discretion, the issuance by counsel satisfactory to Company's counsel of a favorable opinion stating that any such transfer shall not be in violation of either the 1933 Act or applicable state securities laws;
 - (c.) There is no established market for the **Series A Preferred Membership Interests** and it is extremely unlikely that any market for the **Series A Preferred Membership Interests** will develop; I must hold the **Series A Preferred Membership Interests** indefinitely unless they are subsequently registered under the 1933 Act and applicable state securities laws, or unless I comply with the terms of the Company's Limited Liability Company Agreement relating to the transfer of the **Series A Preferred Membership Interests** and unless this requirement is waived by the Company in its sole discretion, counsel satisfactory to Company's counsel issues a favorable opinion stating that my transfer of the **Series A Preferred Membership Interests** shall not be in violation of either the 1933 Act or applicable state securities laws; and
 - (d.) the Company does not file periodic reports with the Securities and Exchange Commission and has not undertaken to file such reports.
4. Payment. I have paid the **Subscription Amount** to the order of " Amerifund Capital Group, LLC" in the amount shown on the signature page of this Subscription Agreement. I understand that if the Company rejects this subscription in whole or in part, which it may do in its absolute discretion, the purchase price for the **Series A Preferred Membership Interests** will be returned to me with interest, if any, accrued thereon within 15 days after this subscription has been rejected.
5. INDEMNIFICATION. I HEREBY AGREE TO INDEMNIFY AND HOLD HARMLESS THE COMPANY AND ITS OFFICERS, DIRECTORS, MEMBERS, MANAGERS AND AFFILIATES AND ANYONE ACTING ON BEHALF OF THEM AND ANY PERSON WHO CONTROLS ANY OF THEM WITHIN THE MEANING OF THE APPLICABLE FEDERAL SECURITIES LAWS FROM AND AGAINST ALL DAMAGES, LOSSES, COSTS AND EXPENSES OF ANY KIND WHATSOEVER (INCLUDING, BUT NOT LIMITED TO, REASONABLE ATTORNEYS' FEES) AND ANY AND ALL EXPENSES WHATSOEVER REASONABLY INCURRED IN INVESTIGATING, PREPARING, OR DEFENDING AGAINST ANY LITIGATION COMMENCED OR THREATENED OR ANY CLAIM WHATSOEVER THAT THEY MAY INCUR ARISING OUT OF OR BASED UPON ANY FALSE REPRESENTATION OR WARRANTY MADE BY ME, OR BREACH BY ME, OR MY FAILURE TO FULFILL ANY OF THE TERMS OR CONDITIONS OF THIS SUBSCRIPTION AGREEMENT AND ATTACHMENTS OR ANY OTHER DOCUMENT



FURNISHED BY ME TO ANY OF THE FOREGOING PERSONS IN CONNECTION WITH MY PURCHASE OF THE **SERIES A PREFERRED MEMBERSHIP INTERESTS** SUBSCRIBED FOR HEREUNDER.

6. Notices. All notices and other communications under this Subscription Agreement shall be in writing and shall be delivered to the persons to whom the notice is directed, either in person, by certified mail (return receipt requested), by facsimile transmission or by a nationally recognized overnight courier service. Documents shall be addressed as follows:

If to the Company:

Amerifund Capital Group, LLC
Attention: Andrew J. Martin
2600 South Gessner, Suite 501
Houston, Texas 77063

If to the undersigned, to the address set forth below or to such other address as the undersigned designates by written notice to the Company.

7. Adoption of Limited Liability Company Agreement; Power of Attorney. I hereby adopt, accept, and agree to be bound by all the terms and provisions of the Limited Liability Company Agreement of the Company and to perform all obligations therein imposed on a limited partner with respect to the interests to be purchased. Upon acceptance of this subscription by the Company, I shall become a Series A Preferred Member of the Company for all purposes of the Limited Liability Company Agreement and to indicate the same I have executed the **Limited Liability Membership Signature Page and the Power of Attorney [TO COME]** annexed to this Subscription Agreement and have delivered the same to the Company with this Subscription Agreement.

I acknowledge and agree that in signing this Subscription Agreement, the Limited Liability Company Membership Signature Page and the Power of Attorney, I am granting to the Initial Member a power of attorney to execute such additional documents and to take such further actions as may be necessary to comply with all applicable laws and to conduct the operations of the Company.

8. Successors and Assigns. Upon acceptance by the Company, this Subscription Agreement shall be binding upon and shall inure to the benefit of the parties and to the Company's successors and assigns. I understand that I may not assign my rights under this Subscription Agreement.
9. Applicable Law. This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of Texas and the federal law of the United States, without regard to conflicts of laws principles.

AMOUNT OF SUBSCRIPTION FOR SERIES A PREFERRED LIMITED LIABILITY COMPANY
MEMBERSHIP INTERESTS OF AMERIFUND CAPITAL GROUP, LLC

Aggregate Subscription Amount: \$ _____ for ____ percent **Series A Preferred Limited Liability
Company Membership Interests.**

Signature of Subscriber or Subscriber's attorney-in-fact

Date signed: _____

Print/Type Subscriber's Name

Subscriber's Social Security or
Employer Identification Number

Street Address

Business Telephone Number

City, State, Zip Code

Home Telephone Number

E-Mail Address

Facsimile Telephone Number

The undersigned, the Initial Member of the Company, hereby accepts this subscription to the extent of
_____ **Series A Preferred Membership Interests** on behalf of Amerifund Capital Group, LLC, as
of this ____ day of _____, 2002.

AMERIFUND CAPITAL GROUP, LLC

BY: _____
Andrew J. Martin, Initial Member

Appendix

Documents attached

RESUMES

- *Andrew J. Martin*: Chairman & CEO
- *Sydney K. Boone*: Director, Secretary & Executive Vice President
- *Peter Menikoff*: Director
- *Michael P. Gallagher*: Director, VP & Chief Financial Officer
- *Thomas R. Maples*: Compliance Officer
- *Leonard S. Chaikind*: Chairman of Advisory Board

FINANCIAL PROFORMAS

- 5 Year Summary
- Year 1 Summary – by month
- Year 1 Details – by month

A copy of AmCap's complete 5 Year Financial Proforma is available upon request. The complete 5 Year Financial Proforma includes:

- Design of Financials
- Financial Assumptions
- 5 Year Summary
- Year 1 Summary – by month
- Year 1 Details – by month
- Year 2 Summary – by month
- Year 2 Details – by month
- Year 3 Summary – by month
- Year 3 Details – by month
- Year 4 Summary – by month
- Year 4 Details – by month
- Year 5 Summary – by month
- Year 5 Details – by month

**PROFESSIONAL RESUME of
ANDREW "ANDY" J. MARTIN**

CAREER OBJECTIVES:

To facilitate the formation and interaction of capital and financial resources to stimulate business, while providing strategic opportunities for micro to small-cap companies and private investments.

CAREER PATH:

Institutional Investors Consulting Company (IICC)

1993 - Present

President & Chief Operating Officer - Reports directly to Chairman & CEO, responsible for all investment banking activities with emphasis in real estate and small cap private placement transactions including mergers and acquisitions.

IICC-Tradeco, Inc

1993- Present

Principal, President & CEO - SEC/NASD registered broker dealer that handles all related securities transactions for IICC clientele.

IICC-Realco, Inc.

1993- Present

President & Director- Licensed Texas Real Estate Brokerage Firm

Turrow McParland Associates, Inc.

2001- Present

Treasurer & Director, A technology based, tax discovery service organization employing innovative proprietary software to discover and track a variety of taxes due to government entities, i.e. city, county and state.

Scoutzone.Com, Inc.

Chairman of the Board- Scoutzone is a national internet based sports information and recruiting service geared towards the college bound student athlete.

Client Preservation & Marketing Inc. (CPMI)

2001- Present

Director, CPMI is a New York based management group providing marketing and distribution services for fixed and variable annuity products focusing on direct sale and conservation for major insurance companies

Challenge Group International, Inc.

1986 - Present

Chairman - An investment holding company involved in a variety of disciplines including venture capital "concept" companies and emerging growth opportunities in the financial, energy and telecommunications and real estate sectors.

Advisors Investment Managers, Inc. 1991-1993

Managing Director and Investment Advisor to public/private institutional funds and a securities broker for its affiliate, American Capital Securities, Inc.

M.G.S.I. Capital Markets Group 1989 - 1991

Managing Director - An affiliate of M.G.S.I. Securities, Inc., specializing in I.P.O.'s and private placements for small to mid-cap companies.

Lucas Petroleum Group, Inc. 1988 - 1989

Vice President - Responsible for negotiating oil and gas lease purchase transactions.

Christian Investments, Inc. 1985 - 1988

Executive Vice President - A real estate brokerage, investment and syndication firm specializing in raw land development.

Martin & Scott, Inc. 1978 - 1985

President & CEO - An advertising agency holding group specializing in marketing, advertising, design and public relations for a variety of corporate clientele.

Texas Aluminum Industries 1975 - 1978

Marketing Director - A manufacturer and wholesale distributor of aluminum products.

PROFESSIONAL DESIGNATIONS:

Licensed to Practice Real Estate in Texas (1987)
Licensed Series 7 and 63 Securities Broker (National and State) (1991)
Licensed as a Registered Investment Advisor with SEC (1992)
Licensed Registered Securities Principal Series 24 (1996)

EDUCATION:

The Principia (1973) - St. Louis, Missouri
B.S. Business (1977) - University of Houston - Houston, Texas

PERSONAL:

Birthplace
Houston, Texas
April 3, 1954

Wife/Children
Married twenty five years
Cathleen "Cathy" Martin
Five minor children

PROFESSIONAL & COMMUNITY AFFILIATIONS:

- * Treasurer - Crescent Moon Foundation, Inc., 1989-1990
- * Candidate, State Representative, District 135, 1988
- * Election Judge, Precinct 213, 1988
- * Member, Harris County Republican Party Executive Finance Committee, 1988
- * Commissioner, Private Industry Council; Balance of State, Texas, 1983 - Appointed by Governor Bill Clements
- * Alumni, Leadership Houston, 1982
- * Chairman; Greater Houston Young Adult Republican Club, 1981
- * Member, Houston Chamber of Commerce Governmental Affairs Committee, 1980

BUSINESS & CHARITABLE AFFILIATIONS:

- * Director & Development Chairman, Advisory Board, College of Technology, University of Houston, 1993
- * Chairman of the Board, Community Partners, 1992
- * Vice President, Inverness Civic Association, 1989
- * Commissioner, Spring Branch Memorial Sports Association, 1989
- * Board of Directors, Greater Houston Sports Foundation, 1989
- * Board of Directors, Jaycee Urban Development Foundation, 1983
- * Director, Texas Jaycees, 1982
- * President, Houston Junior Chamber of Commerce, 1980
- * Ex-Officio Director, Livestock Show and Rodeo, 1980
- * Director, Houston Chamber of Commerce (Ex-Officio), 1980
- * Member, District Advisory Board, Texas Special Olympics, 1980
- * Member, 8th Church of Christ Scientist, Houston, Texas, 1973

HONORS AND AWARDS:

- * Selected as one of "Houston's Five Outstanding Houstonians", 1983
- * Nominee of "Texas' Five Outstanding Young Men", 1983
- * Selected as a Participant in "Leadership Houston" by Houston Chamber of Commerce, 1983
- * Nominee Texas Business Magazine Rising Stars, 1982
- * Outstanding Local President; Texas Jaycees, 1980
- * Outstanding President; United States Jaycees, 1980
- * Outstanding Young Americans; 1978, 1979 & 1980
- * Kermit Wright Leadership Award; Houston Jaycees, 1978
- * Astro-Bluebonnet Bowl; University of Houston, 1974
- * University of Houston; Football Scholarship, 1973
- * Scholar-Athlete; St. Louis Post Dispatch, 1973
- * Arthur T. Morey Award, The Principia, 1973

PROFESSIONAL

Institutional Investors Consulting Co.
2600 S. Gessner, Suite 501
Houston, TX 77063
713-266-4422
Fax: 713-266-0252

PERSONAL

14726 CarolCrest
Houston, TX 77079
Home: 281-584-9997
Home Office: 281-584-0744
Cell: 832-724-3149
Email: ajmmartin@aol.com

References Available upon Request

SYDNEY K. BOONE, JR.

890 N. Wilcrest Drive - Houston, Texas 77079 - 713.647.0022

MERGER & ACQUISITION, LEGAL ADVISORY CONSULTANT

2001 – Current

Independent Practice of Law, providing counsel and advise to various clients, including major suburban office building development company and long-term health care company. Services include to date providing legal and business advise in the negotiation of over \$130MM in financing commitments, together with formation of single purpose entities for appropriate conduit financing vehicles.

1999

Performed due diligence, with legal advice, to long-term health care company for three projects. Transactions not consummated due to pricing issues.

VICE PRESIDENT-ACQUISITION & DEVELOPMENT AND ASSOCIATE GENERAL COUNSEL

1989 THROUGH 1998

Living Centers of America, Inc. Houston, Texas

Member of the Executive Team; reported to Chief Executive Officer and Chairman of Board

Provided legal and business counsel and advice, including directing, negotiating and completing, for all the Company's mergers, acquisitions, development (including business development and construction activities), divestitures, banking and other credit facilities (including "synthetic lease" facilities), securities offerings and registrations (both private and public offerings).

Supervised department of seven, responsible for the management and implementation of Company's portfolio of long term health care facilities through acquisitions, divestitures, leases (new, renegotiations and terminations), development and construction activities.

During my ten years with Living Centers of America, Inc., a \$1 billion, publicly traded, long term health care company, I was responsible for and successfully consummated more than \$600 million in transactions (mergers, acquisitions and divestitures), \$1 billion in bank and other credit facilities, including synthetic lease facilities, and \$500 million in successful SEC registration and offerings, both directly to the public and in stock acquisitions. My department successfully completed more than \$50 million in construction projects during the last three years of the Company's existence.

Detail of responsibilities and activities, and brief summaries of transactions handled and consummated will be provided upon request.

In November 1997, Living Centers was acquired by a venture capital group and merged with a second long term health care company. I declined the opportunity to relocate with the executive offices of the new company to Atlanta.

PRACTICE OF LAW

PRIVATE 1975 THROUGH 1988

Brown Maroney Rose Baker and Barber, Austin, Texas - Corporate and Real Estate

Woodard Hall & Primm, Houston, Texas – Corporate and Real Estate

BUSINESS EXPERIENCE

1967 THROUGH 1974

1972 - 1974

Wolff, Morgan & Company, Real Estate Developer, Houston, Texas – Controller

1967 – 1971

Arthur Andersen & Co. – Audit Division

PETER MENIKOFF

3 Willowick Circle
Houston, Texas 77024

Ph: 713-783-3309
Fax: 713-977-5739

SUMMARY

Senior Executive with a demonstrated record of significant achievements in both financial and operating assignments. Most recently led the turnaround of major oil field service company. Other significant achievements include major role in \$4 billion corporate acquisition, leadership role in highly successful restructuring and financing of \$5 billion industrial corporation, and Treasurer of financially active and substantially leverages \$14 billion corporation.

CAREER EXPERIENCE

CONEMSCO, Inc. 1997-1998
President and Chief Executive Officer

- Dramatically improved the performance of a major oil field service company. From revenue of less than \$600 million and a net loss of \$4 million in 1996, performance improved in 1997 with reported revenue of \$775 million and net income of \$9 million. Further improvement is projected in 1998 as revenues should approach \$1 billion and net income \$25 million.

TENNECO INC. AND AFFILIATED COMPANIES

Tenneco Energy 1982-1997
Executive Vice President and Chief Administrative Officer (1995-1997)

- Designed and managed development of study which showed that existing holding company rate of return objectives and capital availability were inconsistent with continued ownership of Tenneco Energy – led to decision to divest Tenneco Energy which ultimately led to merger with El Paso.
- Executive officer with responsibility for managing the Tenneco Energy side of the \$4 Billion merger of Tenneco Energy and El Paso Energy.
- Developed \$3 billion + proposal for management buy out of Tenneco Energy
- Managed \$100 million + sale of Exploration and Production/Finance subsidiary
- Coordinated several multi-million dollar international financing projects in Central Europe, South America, Australia, and Asia.

Tenneco, Inc.
Senior Vice President (1995)

- Selected Chairman to assist him in accomplishing corporate-wide redeployment programs and to work with the Senior Staff and Divisional Presidents in achieving their objectives. Focused on identification, design, and implementation of international acquisitions.

Case Corporation
Co-Head/Case Corporation (1992-1994)
Executive Vice-President (1991-1995)

- Oversaw Major Restructuring Programs – designed and developed reporting mechanisms to insure cost and time objectives were met. Restructuring consisted of two phases. Phase One involved taking a \$461 million pre-tax charge, elimination of 7,400 jobs, closing of five manufacturing plants, divestiture of 200 retail outlets and the rationalization of the product line to eliminate unprofitable or slow-moving products. Phase Two involved taking a \$290 million pre-tax charge, elimination of another 7,300 jobs, downsizing or closing of 11 plants and consolidation of 6 parts distribution locations.
- Managed conversion of business from operating division to stand-alone company in preparation for IPO and created management team with the skills and competencies to implement developed strategy
- Led equity road shows in Europe, Asia, and U.S. which successfully generated almost \$700 million in sales.
- While at Case, successfully renegotiated Tenneco's major credit facility of \$3.6 billion

Tenneco, Inc.

Vice President/Corporate Finance and Treasury (1982-1991)

Corporate Treasurer

- Led financing, tax, insurance, benefits, finance, and banking functions.
- Initiated and completed financing projects exceeding \$2 billion. Included MARAD financing, sale-leasebacks, co-generation facilities, tax-exempt financings, joint ventures, and other project financings (pipelines, office buildings, paper mills, woodlands, etc.)

Shell Oil Company

Held positions of increasing responsibility in finance, marketing, and manufacturing; was Manager of Domestic financing for all of North America.

EDUCATION

- Doctor of Jurisprudence – Bates College of Law – University of Houston 1978
- Master of Business Administration – Columbia University – New York City 1963
- Bachelor of Science in Engineering – Rensselaer Polytechnic Institute – Troy, N.Y. 1962

OTHER

- Board of Directors ACE Insurance Company, Ltd. (Listed NYSE)
 - Chairman of Finance Committee
- State Bar of Texas

Michael P. Gallagher

2631 Landera Court
Pearland, Texas 77584
Email: Michael@houston.rr.com

(281) 864-2968 (Office)
(713) 436-9497 (Home)

SENIOR FINANCE AND OPERATIONS EXECUTIVE with extensive experience in e-commerce, providing strong leadership and strategic direction in creating effective team environments while enhancing bottom-line results. Controller of multi-billion dollar international manufacturing operation. Senior VP and Chief Financial Officer of a leading software infrastructure platform company. Chief Financial Officer of a NASDAQ-traded telecommunications company. Considered an excellent motivator, combining drive and enthusiasm with strong communication skills. Recognized audit manager during eight year career with PricewaterhouseCoopers. Experienced leader for initial public, debt, and other equity offerings.

- E-commerce
- SEC/Public Experience
- Big Five Experience
- Telecommunications
- IPO's and Debt/Equity Offerings
- International Company Experience
- Energy Industry
- Technology
- M&A

SELECTED ACCOMPLISHMENTS

Provided strong leadership and support as Chief Financial Officer of a NASDAQ-traded telecommunications company during the emergence from Chapter 11 bankruptcy as leader of the reorganization team.

Negotiated significant acquisitions of both existing businesses and start-ups to company's benefit.

Renegotiated multi-million dollar credit arrangements, leading to new sources of venture capital.

Distinguished multinational accounting experience in energy industry as evidenced by winning two Distinguished Client Service Awards during career at PricewaterhouseCoopers.

Supervised initial public offering of energy services holding company. Managed debt and equity offerings for clients in public markets of approximately \$1.5 billion. Managed private equity offerings (Series A and B Preferred Stock) of Internet development company of approximately \$16 million.

Developed training program for successful software systems conversion during merger of Price Waterhouse and Coopers & Lybrand presented and taught to over 50,000 professionals worldwide in just 100 days.

Managed Investor Relations department, coordinating with financial community and regulatory agencies.

PROFESSIONAL EXPERIENCE

General Electric Company

GE Aero Energy Products, a GE Power Systems Business

Controller, Houston

2001 to present

The chief accountant of a multi-billion dollar international power plant manufacturer

- Directed 40 accountants worldwide.
- Developed employee benefits savings program, utilizing Six Sigma process improvement tools, resulting in excess of \$10 million annual savings.
- Led general ledger implementation team for installation of Oracle 11i.
- Initiated improved closing and control procedures which reduced annual closing time over 50%.

Michael P. Gallagher

WorldByNET.com, Inc.

Senior VP & Chief Financial Officer, Houston

2000 to 2001

The senior financial officer of a leading software infrastructure company

- Closed Series A Preferred Stock mini-max offering of approximately \$11.5 million.
- Initiated Series B Preferred Stock offering of \$5 million.
- Negotiated the world's first ATM-based international money remittance program using smart card technology in coordination with both MasterCard International and Visa USA.
- Successfully negotiated acquisition of existing high-traffic international web sites.
- Negotiated strategic relationship with the largest affinity-based issuer of credit cards and developed resulting implementation plan.
- Successfully negotiated telecommunications reseller arrangement with the largest telecom reseller service provider in the US.
- Led implementation team for installation of new accounting software package (Great Plains) to interface with existing multilingual e-commerce platform.
- Developed corporate structure for company including both Delaware and Cayman structures.

Equalnet Communications Corp.

Chief Financial Officer, Houston

1999 to 2000

The senior financial officer of this publicly traded (then NASDAQ) telecommunications holding company.

- Led company through consummation of Chapter 11 plan of reorganization as a leader of the workout team, saving over 100 jobs.
- Developed improved financial reporting, closing, and control procedures which reduced closing time by 45 days. Reduced consolidated tax liabilities by 80%.
- Created cash flow forecasting tools which enabled senior management to respond to cash needs.
- Created lock box system to accelerate cash flow.
- Developed and implemented Internet advertising and marketing program which significantly increased residential customer base.
- Negotiated significant acquisition of start-up company.
- Renegotiated credit facilities, leading to new sources of venture capital.

PricewaterhouseCoopers

Audit Manager, Dallas and Houston

1996 - 1999

- Distinguished manager of several multinational public energy companies in Fortune 10, as well as in the areas of information systems, manufacturing, and telemedicine. Client list includes Exxon, Shell Oil, Kinder Morgan, Kaneb Pipeline Partners, Kaneb Services, Delhi Gas Pipeline, Maxus Energy, PanCanadian Energy, and ConEdison.
- Executed, planned, and supervised international engagements which led to efficiency increases of 20% annually.
- Supervised initial public offering of an energy services holding company.
- Supervised client debt and equity offerings in the public market of approximately \$1 billion.
- Developed training program of electronic-based workpapers for PricewaterhouseCoopers, which was successfully presented and taught to over 50,000 professionals worldwide in just 100 days.
- Developed and taught the national training program for Price Waterhouse's petroleum group.
- Recognized for excellence as evidenced by winning Distinguished Client Service Award.

Senior and Staff Consultant, Dallas

1991 - 1996

- Managed and participated in audit and consulting engagements, primarily in the areas of international energy, manufacturing, mutual funds, and high-tech industries. Client list included Kaneb Services, Maxus Energy, Bonar Packaging (USA), Delhi Gas Pipeline, Fidelity Investments, Business Records Corporation, MFS Investment Management, Resolution Trust Corporation, Office of Thrift Supervision.
- Supervised client debt and equity offerings in the public market of approximately \$500 million.
- Supervised "carve-out" financial statements of client's \$100 million divestiture.
- Developed national training program of electronic-based workpapers for Price Waterhouse.
- Developed, with US Treasury department national leaders, adopted due diligence procedures for Special Asset Banks.
- Recognized for excellence as evidenced by winning Distinguished Client Service Award.

EDUCATION

Master of Business Administration, Texas A&M University

Bachelor of Business Administration, The University of Texas at Tyler

PROFESSIONAL AND BUSINESS AFFILIATIONS

Certified Public Accountant
American Institute of Certified Public Accountants
Texas Society of Certified Public Accountants
International Swaps and Derivatives Society
Council of Petroleum Accountants Society of Dallas

ADDITIONAL INFORMATION

Guest Lecturer – The University of Texas at Dallas
Mentor to Students – The University of Texas at Tyler

Thomas R. Maples

7507 Hereford, Houston, Texas 77087

telephone: (713) 645-7674 fax: (713) 847-6563 email: trmaples @ flash.net

Financial Executive

Offering more than fifteen year's experience in a financial leadership role. Notable capabilities in profit improvement, capital structuring, maximizing shareholder interests, cost containment, financial analysis and financial systems development, producing consistent performance through skilled management of budgets, procedures and personnel. **Certified Public Accountant.**

Objective: I desire a position with a company that will provide a challenging opportunity to significantly contribute to the company's efficiency, organization, growth and achievement.

Skill Overview:

- Financial Preparation / Structuring
- Administrative System Implementation and Training
- Financial and Project Analysis/Due Diligence
- Budget Preparation and Achievement
- Cash Management/ Banking relationships
- Personnel Motivation/ Leadership Management
- Project Management/ Value Creation / Management reports
- Investor Reporting/ Communication/ Investor relationships

Experience Summary: Includes heavy involvement with capital structure, initiating and assisting the merger of companies in different cities to form one multi-city firm under a single city base corporate headquarters. Responsible for the implementation of budget controls and the establishment of client reporting standards in several different industries. Implemented Cash Management systems. Responsible for the upgrading of the accounting system from obsolete hardware/software to a fully integrated management information system. Consulting experience includes Non-profit 501(c)(3) formation, fund raising, management and reporting. Property Management Company experience includes apartment, office, retail and industrial properties involving ownership groups from large institutional/corporation environment to individual partnerships and investors. During 1997 and 1998 consulted on the management and leasing of 4 million square feet of office, retail and office/service center properties and completed the acquisition/due diligence and management procedures for over 5,000 apartment units. Managed shopping centers and apartments in three different states for Trustee of Federal Bankruptcy Court providing detailed reports. During 1999 performed Due-diligence for Merger & Acquisition firm in Seoul, Korea.

Experience – Chronological

- **CFO / Compliance Officer – Institutional Investors Consulting Company** – Responsible for all Accounting and Financial matters for Investment Banking / Consulting Company with wholly owned NASD Broker Dealer Firm licensed for Private Placements; SEC Compliance Officer - Fin Op (series 28) for organization. Firm provides consulting for Institutional Investors - Pension Plans, Trusts, Family Businesses and Endowment Funds. with offices in US and UK. Firm raises capital for Private Label Funds and startup projects through IPO and Mergers & Acquisitions. Performed and supervised extensive due diligence on client firms seeking to raise capital.
- **Consultant – Thomas Capital Management (Houston, Texas)** Performed property management and acquisition due diligence work in Houston for owners of real estate including over 5,000 apartment units and 4 million square feet of office, retail, office warehouse and office/service properties. Directed

the formation of three separate property management companies. Implemented the full accounting functions (including cash management) for day-to-day management of the properties as well as investor reporting. Heavy involvement with initiating and assisting merger of Houston Property management firm with San Antonio firm to form an organization under Dallas based corporate headquarters; sharing responsibility with President-Houston for Houston office performance. Directed Houston accounting department chosen by two international clients as the alpha test site for their software upgrades. Preparation of proforma financial statements for private placement memorandums and acquisitional presentations. Established budget control implementation and established client reporting standards. Heavily involved in the formation of two 501(c)(3) Non-Profit Corporations, gaining IRS approval for one in only thirty-five days. Implemented project performance criteria, budget achievement, bulk mailing training, grant solicitation and fund-raising procedures; serving as advisor to the Board. Performed Due-diligence for Merger & Acquisition firm in Seoul, Korea during 1999.

- **Thomas R. Maples, CPA – Independent Financial Consultant (Houston, Texas)** Heavy involvement in corporate formation and capitalization with organizations in Houston, Austin and Dallas. Consultation in computer system installation and upgrading, including hardware/software review and selection. Established corporate training program for users of Quatro Pro and Lotus 1-2-3. Conducted HUD Audits; prepared income tax returns, compiled and reviewed financial statements.
- **Asoma Instruments/Jumbo Mining (Austin, Texas)** As controller, directed all financial activities for this international high-tech firm which, during a single 10-month period, had annual revenues rise from less than \$1,000,000 to more than \$3,000,000; to over \$10,000,000 over 3 ½ years. Held total authority for financial planning, budgeting, management information systems and cash management. Guided the corporation through a period in which cash flow turned negative, nurturing relationships with vendors, clients and financial institutions which might otherwise have interrupted production. Upgraded the accounting system from an obsolete PC based software to a fully integrated management information system – UNIX based ProLogic network – IBM RS6000.
- **Jubilee Communications (Houston, Texas)** Controller, performing as Chief Financial Officer and advisor to the Board of Directors with broad responsibilities for this young entertainment industry firm. Established budget guidelines, implemented financial controls and developed tools for monitoring income and expenditures in Nashville, Los Angeles and Houston offices. Brought in fresh (and badly needed) capital through the private placement of non-voting stock. Functioned as key advisor to the President, involved in broad strategic and operational decision-making. The President and other top executives for formulating corporate objectives and plans sought after personal opinions.
- **SeaLand Helicopters (Houston, Texas)** Played a major role in the explosive growth of this start up firm – to more than \$5,000,000 in annual revenues in the first year alone. Built a fleet of helicopters flying into the Gulf Coast from Danbury, Texas, including the first Sikorsky S-76 to service the Gulf from Texas. Solely responsible for capital acquisition for the firm, building an asset base of more than \$25,000,000 in only two years.

- **Associations**

Certified Public Accountant – Texas

Member - Texas Society of CPAs

Master of Business Administration – University of Houston

Bachelor of Business Administration – Accounting – Southern Methodist University

Bachelor of Arts – Fine Arts – North Texas State University

References Available Upon Request

Institutional Investors Consulting Company
2600 South Gessner Suite 501
Houston, Texas 77063

Telephone Number: 713-266-4422 - Fax Number: 713-266-0252

Subject: Bio on Leonard Chaikind

Leonard S. Chaikind, age 70, is the Chairman & CEO of Institutional Investors Consulting Company (IICC), Houston, Texas. Mr. Chaikind has served in this capacity since he founded IICC on July 15, 1991, which also happens to be his birthday.

The Company - IICC

IICC is many things - a holding company, an investment bank and an investment advisory group. Its mission and vision is to help and assist institutional tax-exempt funds and trusts, e.g. Pension Plans, Foundations and Endowment Funds, to manage themselves as efficient and cost-effective organizations. Supporting these Funds in the area of investments and investment strategies is a major part of IICC's mission. In this capacity, IICC provides advisory/consulting services, investment banking / securities and real estate brokerage services to this constituency. IICC's primary focus is to help its clients improve their investment performance by better understanding and performing in the area of private (non-traditional) investments. In order to accomplish this objective, IICC has held 9 Conferences and over 30 Workshops in the past 10 years, all with the objective of educating tax-exempt funds and family offices in the areas of investments, controls and administration. These sessions also give these groups an opportunity for strategic networking. Recently, at the request of some prominent Houstonians, IICC has sponsored the establishment of the Houston Pocket Full of Angels, whose mission is to provide "seed" funding for selected start-up companies and to educate "Angel" investors..

IICC also supports a number of not-for-profit groups, some of which are listed in its web site (www.iicchome.com).

Previous Employment

Prior to founding IICC, Mr. Chaikind worked for Royal Dutch Shell and the Shell Oil Company for 33 years (1958 to 1991) in a wide variety of assignments.

From late 1985 to August 1991, Mr. Chaikind served as the Administrator of the \$12 billion dollars Shell Savings and Retirement Programs with responsibility for both the investment and administration of 4 major funds. About 50% of these funds were managed internally under the guidance of Mr. Chaikind and his staff. During this period, the Shell Funds were recognized by the industry to be one of the very best. During his years in this assignment, Mr. Chaikind was also very active in the tax-exempt industry. He was one of the key founders of the Committee on Investment of Employee Benefit Assets (CIEBA), the largest Corporate Pension Fund Group in the World, and served as Vice Chairman of this group from its beginning until his retirement from Shell. He also served as an active member of both the NYSE Institutional Investors Advisory Committee and the Commodity Futures Trading Commission Advisory Board (the CFTC is to the futures and derivatives industry what the SEC is to securities industry). Since his retirement from Shell, Mr. Chaikind has stayed very active in the whole area of tax-exempt funds

(including health care, pension reform, social security reform) and still maintains a strong presence in Washington, DC.

From 1981 until 1985, Mr. Chaikind worked in the Treasurer's Department of Shell Oil on a wide variety of projects. At this point he was also responsible for all foreign currency transactions done by Shell Oil (Shell Oil at this time, which was before its minority interest was acquired by Royal Dutch Shell, operated in about 20 countries in addition to the United States).

From 1977 to 1981, Mr. Chaikind served as the Regional Treasurer for Royal Dutch Shell's operations in the Far East and Australasia working out of Shell's head office in London. In this capacity, Mr. Chaikind was responsible for financing well over \$25 billion dollars in both corporate and major project activities though out this region. Prior to working in the Far East area, he coordinated some large corporate financings for Royal Dutch Shell and headed up a group that evaluated Shell's operations in Turkey.

From 1958 to 1977, Mr. Chaikind worked in many key jobs for Shell Oil and Shell Chemical in the Corporate Planning, Marketing (Real Estate, Mergers and Acquisitions) and Financial Organizations. Prior to his move to London, he was the Finance Director (CFO) respectively for Shell Oil Products and before that for Shell Chemical Products. Prior to this, he was the Controller of the Shell Chemical Company (1970 to 1973).

Military Service

From 1953 to 1956 Mr. Chaikind served in the U.S. Navy (LTSG) as a line officer in the Pacific Amphibious Fleet (Phibpac) on various assignments both in the Far East and the West Coast of North America.

Education

MBA, Harvard Business School in 1958, BA Harvard University in Economics in 1953 and endless courses at places like NYU, CCNY, Columbia, The New School for Social Research and the US Navy. Prior to all this, Mr. Chaikind was a graduate in 1949 of the Loomis Institute, which is located in Windsor, CT.

Family

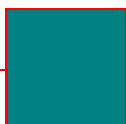
Mr. Chaikind's wife (Ellie Chaikind) is an active Family and Marriage Therapist and Licensed Counselor in the State of Texas. Ellie and Len have 4 children, including spouses (3 MD's and a producer of videos) and 4 grandchildren (very diversified), living in the San Francisco / Palo Alto and Washington DC / Virginia areas respectively.

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Web Site: www.iicchome.com



5 YEAR SUMMARY FINANCIAL PROJECTIONS



Amerifund Capital Group

Financial Projections

5 Year Projections

GROWTH PROJECTIONS

		Total	Total	Total	Total	Total
		1,282,854	2,401,271	4,017,771	5,610,271	6,979,771
		1/10/02 5:25 PM				
		Year 1 Total	Year 2 Total	Year 3 Total	Year 4 Total	Year 5 Total
		% of Total	% of Total	% of Total	% of Total	% of Total
Amerifund Capital Development						
(1)	New ACD Real Estate Development	3	4	5	5	5
(2)	New ACD Project Brokerage	2	3	4	5	5
(3)	New ACD Financings	4	6	8	10	10
Total New ACD Projects		9	13	17	20	20
(4)	Cum Total ACD Real Estate Development	3	6	7	8	8
(5)	Cum Total ACD Project Brokerage	2	5	9	14	19
(6)	Cum Total ACD Financings	4	10	18	28	38
Cum Total ACD Projects		9	21	34	50	65
(7)	Consulting Contracts	3	5	7	7	7
Amerifund Capital Securities						
(8)	Total New Funds Raised for Year	150,000,000	250,000,000	250,000,000	250,000,000	250,000,000
(9)	Cum New Funds Raised	150,000,000	400,000,000	650,000,000	900,000,000	1,150,000,000
(10)	Cum Total Funds Under Management	355,000,000	605,000,000	855,000,000	1,105,000,000	1,355,000,000
REVENUES						
		Year 1 Total	Year 2 Total	Year 3 Total	Year 4 Total	Year 5 Total
		% of Total	% of Total	% of Total	% of Total	% of Total
ACD Total Income						
(11)	Total ACD Real Estate Development - Total Income	120,000	228,000	294,000	318,000	320,000
(12)	Total ACD Project Brokerage - Total Income	150,000	225,000	300,000	375,000	375,000
(13)	Total ACD Financings - Total Income	344,000	618,000	936,000	1,302,000	1,542,000
(14)	Total ACD Consulting - Contract Income	30,000	75,000	105,000	105,000	105,000
ACD Total Income		644,000	1,146,000	1,635,000	2,100,000	2,342,000
ACS Total Income						
(15)	Total ACS Fund Mkt - Management Income	441,406	899,750	1,799,750	2,699,750	3,599,750
(16)	Total ACS Fund Mkt - Brokerage Income	197,448	355,521	583,021	810,521	1,038,021
(17)	Total ACS Fund Mkt - Total Income	638,854	1,255,271	2,382,771	3,510,271	4,637,771
Total Revenue		\$1,282,854	\$2,401,271	\$4,017,771	\$5,610,271	\$6,979,771
Cost of Sales						
(18)	ACS Fund Mkt - Commissions	54,661	125,527	238,277	351,027	463,777
(19)	Management Override Commissions	122,819	227,574	377,949	525,924	651,599
(20)	Total Cost of Sales	177,481	353,101	616,226	876,951	1,115,376
Gross Margin		\$1,105,373	\$2,048,169	\$3,401,544	\$4,733,319	\$5,864,394
ASSET GROWTH						
		Year 1 Total	Year 2 Total	Year 3 Total	Year 4 Total	Year 5 Total
		% of Total	% of Total	% of Total	% of Total	% of Total
ACD Asset Growth						
(21)	Cum ACD Real Estate Development - Asset Growth	132,528	331,646	606,940	926,488	1,297,405
(22)	Cum ACD Financings - Asset Growth	415,381	1,084,548	2,032,339	3,287,913	4,674,962
ACD Total Cumulative Asset Growth		\$547,909	\$1,416,194	\$2,639,278	\$4,214,401	\$5,972,368



EXPENSES										
	Year 1 Total	% of Total	Year 2 Total	% of Total	Year 3 Total	% of Total	Year 4 Total	% of Total	Year 5 Total	% of Total
(23) Total Employees	7		10		10		10		10	
General & Administrative										
(24) Total G&A Staff	7	% of Total	10	% of Total	10	% of Total	10	% of Total	10	% of Total
(25) G&A Payroll & Benefits	419,468	32.7%	796,135	33.2%	919,416	22.9%	1,009,068	18.0%	1,107,696	15.9%
(26) G&A Travel, Conf. & Enter	101,425	7.9%	139,366	5.8%	140,616	3.5%	140,616	2.5%	140,616	2.0%
(27) G&A Recruit & Bonus	98,250	7.7%	187,825	7.8%	212,960	5.3%	234,256	4.2%	257,680	3.7%
(28) G&A Billable Adjustment	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total G&A Staff Expenses	619,143	48.3%	1,123,326	46.8%	1,272,992	31.7%	1,383,940	24.7%	1,505,992	21.6%
(29) Support Contractors	102,000	8.0%	72,000	3.0%	72,000	1.8%	72,000	1.3%	72,000	1.0%
(30) Personnel Support	6,500	0.5%	16,016	0.7%	17,196	0.4%	17,232	0.3%	17,268	0.2%
(31) Office Resources	34,200	2.7%	7,320	0.3%	9,084	0.2%	11,470	0.2%	14,739	0.2%
(32) Professional Services	116,000	9.0%	167,000	7.0%	186,120	4.6%	204,732	3.6%	225,206	3.2%
(33) Misc. Overhead	40,500	3.2%	7,680	0.3%	8,580	0.2%	9,438	0.2%	10,382	0.1%
(34) Contributions	1,766	0.1%	6,438	0.3%	11,105	0.3%	17,058	0.3%	22,679	0.3%
Total G&A Misc. Expenses	198,966	15.5%	204,454	8.5%	232,085	5.8%	259,930	4.6%	290,274	4.2%
(35) Computer Software	13,500	1.1%	7,200	0.3%	8,640	0.2%	10,368	0.2%	12,442	0.2%
(36) Database - Develop & Maintain	48,000	3.7%	28,800	1.2%	34,560	0.9%	41,472	0.7%	49,766	0.7%
(37) Website - Develop & Maintain	24,000	1.9%	12,000	0.5%	14,400	0.4%	17,280	0.3%	20,736	0.3%
(38) Total Technical Expenses	85,500	6.7%	48,000	2.0%	57,600	1.4%	69,120	1.2%	82,944	1.2%
(39) Total Image & Materials	16,250	1.3%	3,000	0.1%	3,000	0.1%	3,000	0.1%	3,000	0.0%
(40) Total Advertising & Publicity	28,050	2.2%	11,400	0.5%	11,400	0.3%	11,400	0.2%	11,400	0.2%
(41) Total Marketing & Sales Expenses	44,300	3.5%	14,400	0.6%	14,400	0.4%	14,400	0.3%	14,400	0.2%
(42) Office Rental / Payments	44,438	3.5%	60,000	2.5%	60,000	1.5%	80,000	1.4%	80,000	1.1%
(43) Utilities & Maint	11,850	0.9%	14,700	0.6%	16,538	0.4%	17,365	0.3%	18,233	0.3%
(44) Total Facilities Expense	56,288	4.4%	74,700	3.1%	76,538	1.9%	97,365	1.7%	98,233	1.4%
(45) Total G&A Expenses	1,106,197	86.2%	1,536,880	64.0%	1,725,615	42.9%	1,896,755	33.8%	2,063,843	29.6%
TOTAL EXPENSES	1,106,197	86.2%	1,536,880	64.0%	1,725,615	42.9%	1,896,755	33.8%	2,063,843	29.6%
Earnings Before Interest & Taxes	(824)	-0.1%	511,287	21.3%	1,675,932	41.7%	2,836,557	50.6%	3,800,557	54.5%
Interest	0		0		0		0		0	
Earnings (Loss) Before Taxes	(827)	-0.1%	511,287	21.3%	1,675,932	41.7%	2,836,557	50.6%	3,800,557	54.5%
Accumulated Losses	(827)		0		0		0		0	
Taxes	38.0%	0.0%	193,975	8.1%	636,854	15.9%	1,077,892	19.2%	1,444,212	20.7%
Total Expenses + Taxes	1,106,197	86.2%	1,730,855	72.1%	2,362,469	58.8%	2,974,647	53.0%	3,508,055	50.3%
NET INCOME (LOSS)	(827)	-0.1%	317,312	13.2%	1,039,078	25.9%	1,758,666	31.3%	2,356,346	33.8%
CAPITAL EXPENDITURES										
G&A Capital Expenses										
(46) G&A Employee Setup	40,000	3.1%	13,000	0.5%	0	0.0%	0	0.0%	0	0.0%
(47) Total Furnishings & Equipment	45,750	3.6%	10,800	0.4%	12,960	0.3%	15,552	0.3%	18,663	0.3%
Total G&A Capital Expenses	85,750	6.7%	23,800	1.0%	12,960	0.3%	15,552	0.3%	18,663	0.3%
Total Capital Expenditures	85,750	6.7%	23,800	1.0%	12,960	0.3%	15,552	0.3%	18,663	0.3%
Cumulative Capital Expenditures	85,750	6.7%	109,550	4.6%	122,510	3.0%	138,062	2.5%	156,724	2.2%

SOURCES & USES OF CASH

SOURCES OF CASH

	Year 1 Total	% of Total	Year 2 Total	% of Total	Year 3 Total	% of Total	Year 4 Total	% of Total	Year 5 Total	% of Total
Net Income (Loss)	(827)	-0.1%	317,312	13.2%	1,039,078	25.9%	1,758,666	31.3%	2,356,346	33.8%
(48) Total Deposits & Reserves	(103,000)	-8.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
(49) Investment	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
(50) IICC TradeCo Purchase Note	(38,721)	-3.0%	(38,721)	-1.6%	(38,721)	-1.0%	0	0.0%	0	0.0%
(51) Preferred Coupon Interest Earned	(3,743)	-0.3%	(4,954)	-0.2%	(10,089)	-0.3%	0	0.0%	0	0.0%
(52) Reserve Fund Set Aside	(67,369)	-5.3%	(89,178)	-3.7%	(181,600)	-4.5%	(274,481)	-4.9%	(358,610)	-5.1%
(53) Investor Repayment	(224,564)	-17.5%	(297,259)	-12.4%	(528,177)	-13.1%	0	0.0%	0	0.0%
Add Non-Cash Items: Depreciation	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total Sources of Funds	(438,223)	-34.2%	(112,799)	-4.7%	280,491	7.0%	1,484,184	26.5%	1,997,735	28.6%
USES OF CASH										
	Year 1 Total		Year 2 Total		Year 3 Total		Year 4 Total		Year 5 Total	
Total Capital Expenditures	85,750	6.7%	23,800	1.0%	12,960	0.3%	15,552	0.3%	18,663	0.3%
Investment in Inventory	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
CASH USED in Operations	85,750	6.7%	23,800	1.0%	12,960	0.3%	15,552	0.3%	18,663	0.3%
Cash (Required) Available	(523,973)	-40.8%	(136,599)	-5.7%	267,531	6.7%	1,468,632	26.2%	1,979,072	28.4%
Cummulative Cash (Required) Available	(523,973)	-40.8%	(660,572)	-27.5%	(393,041)	-9.8%	1,075,591	19.2%	3,054,664	43.8%
Value (Cum Cash + Cum Capital Exp + Assets)	109,686	8.6%	865,172	36.0%	2,368,747	59.0%	5,428,054	96.8%	9,183,756	131.6%
Total Investmt Required	(738,974)									

NET PRESENT VALUE

	Year 1 Total	Year 2 Total	Year 3 Total	Year 4 Total	Year 5 Total
<i>Calculated at 10% Int</i>					
NPV on Net Income	3,706,462 (827)	317,312	1,039,078	1,758,666	2,356,346
NPV on Cash - after ROI & Reserve	1,313,785 (523,973)	(660,572)	(393,041)	1,075,591	3,054,664
NPV on Cash + Assets	12,004,232 109,686	865,172	2,368,747	5,428,054	9,183,756
Value on Net Income Multiple (5x)	(4,133)	1,586,561	5,195,390	8,793,328	11,781,728



YEAR 1 FINANCIAL PROJECTIONS



Amerifund Capital Group

Financial Projections

5 Year Projections

GROWTH PROJECTIONS

Year 1

prepared by
SYNOGY

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	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Amerifund Capital Development													
(1) New ACD Real Estate Development	0	0	0	1	0	0	0	1	0	0	0	1	3
(2) New ACD Project Brokerage	0	0	0	0	0	1	0	0	0	0	0	1	2
(3) New ACD Financings	0	0	1	0	0	1	0	0	1	0	0	1	4
Total New ACD Projects	0	0	1	1	0	2	0	1	1	0	0	3	9
(4) Cum Total ACD Real Estate Development	0	0	0	1	1	1	1	2	2	2	2	3	3
(5) Cum Total ACD Project Brokerage	0	0	0	0	0	1	1	1	1	1	1	2	2
(6) Cum Total ACD Financings	0	0	1	1	1	2	2	2	3	3	3	4	4
Cum Total ACD Projects	0	0	1	2	2	4	4	5	6	6	6	9	9
(7) Consulting Contracts	0	0	0	1	0	0	0	1	0	0	0	1	3
Amerifund Capital Securities													
(8) Total New Funds Raised for Year	0	0	18,750,000	0	0	30,750,000	0	0	40,250,000	0	0	60,250,000	150,000,000
(9) Cum New Funds Raised	0	0	18,750,000	18,750,000	18,750,000	49,500,000	49,500,000	49,500,000	89,750,000	89,750,000	89,750,000	150,000,000	150,000,000
(10) Cum Total Funds Under Management	205,000,000	205,000,000	223,750,000	223,750,000	223,750,000	254,500,000	254,500,000	254,500,000	294,750,000	294,750,000	294,750,000	355,000,000	355,000,000

REVENUES

	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
ACD Total Income													
(11) Total ACD Real Estate Development - Total Income	0	0	0	32,000	2,000	2,000	2,000	34,000	4,000	4,000	4,000	36,000	120,000
(12) Total ACD Project Brokerage - Total Income	0	0	0	0	0	75,000	0	0	0	0	0	75,000	150,000
(13) Total ACD Financings - Total Income	0	0	77,000	2,000	2,000	79,000	4,000	4,000	81,000	6,000	6,000	83,000	344,000
(14) Total ACD Consulting - Contract Income	0	0	0	10,000	0	0	0	10,000	0	0	0	10,000	30,000
ACD Total Income	0	0	77,000	44,000	4,000	156,000	6,000	48,000	85,000	10,000	10,000	204,000	644,000
ACS Total Income													
(15) Total ACS Fund Mkt - Management Income	10,000	5,000	10,859	5,000	5,000	45,313	0	0	119,141	0	0	241,094	441,406
(16) Total ACS Fund Mkt - Brokerage Income	5,417	5,417	15,182	15,182	15,182	17,656	17,656	17,656	20,859	20,859	20,859	25,521	192,448
(17) Total ACS Fund Mkt - Total Income	15,417	10,417	26,042	20,182	20,182	62,969	17,656	17,656	140,000	20,859	20,859	266,615	638,854
Total Revenue	\$15,417	\$10,417	\$103,042	\$64,182	\$24,182	\$218,969	\$23,656	\$65,656	\$225,000	\$30,859	\$30,859	\$470,615	\$1,282,854
Cost of Sales													
(18) ACS Fund Mkt - Commissions	0	0	0	0	0	6,297	1,766	1,766	14,000	2,086	2,086	26,661	54,661
(19) Management Override Commissions	1,542	1,042	10,304	6,418	2,418	21,267	2,189	6,389	21,100	2,877	2,877	44,395	122,819
(20) Total Cost of Sales	1,542	1,042	10,304	6,418	2,418	27,564	3,955	8,155	35,100	4,963	4,963	71,057	177,481
Gross Margin	\$13,875	\$9,375	\$92,738	\$57,764	\$21,764	\$191,405	\$19,702	\$57,502	\$189,900	\$25,896	\$25,896	\$399,558	\$1,105,373

ASSET GROWTH

	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
ACD Asset Growth													
(21) Cum ACD Real Estate Development - Asset Growth	0	0	0	42,000	42,525	43,057	43,595	86,140	87,216	88,307	89,410	132,528	132,528
(22) Cum ACD Financings - Asset Growth	0	0	100,000	100,833	101,674	202,521	204,209	205,910	307,626	310,190	312,775	415,381	415,381
ACD Total Cumulative Asset Growth	\$0	\$0	\$100,000	\$142,833	\$144,199	\$245,577	\$247,803	\$292,050	\$394,843	\$398,496	\$402,185	\$547,909	\$547,909

EXPENSES

	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
(23) Total Employees	0	0	0	3	5	5	5	6	6	6	7	7	7
General & Administrative													
(24) Total G&A Staff	0	0	0	3	5	5	5	6	6	6	7	7	7
(25) G&A Payroll & Benefits	13,000	13,000	13,000	24,433	40,150	40,150	40,150	45,817	45,817	45,817	49,067	49,067	419,468
(26) G&A Travel, Conf. & Enter	1,000	2,000	2,000	7,431	10,968	10,968	10,968	11,218	11,218	11,218	11,218	11,218	101,425
(27) G&A Recruit & Bonus	0	0	0	0	0	29,750	0	0	33,500	0	0	35,000	98,250
(28) G&A Billable Adjustment	0	0	0	0	0	0	0	0	0	0	0	0	0
Total G&A Staff Expenses	14,000	15,000	15,000	31,864	51,118	80,868	51,118	57,035	90,535	57,035	60,285	95,285	619,143
(29) Support Contractors	10,000	10,000	10,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	102,800
(30) Personnel Support	0	0	0	390	650	650	650	780	780	780	910	910	6,500
(31) Office Resources	0	0	0	15,300	10,400	500	500	500	500	5,500	500	500	34,200
(32) Professional Services	3,000	3,000	3,000	11,250	11,750	11,750	12,000	12,000	12,000	12,250	12,250	12,250	116,000
(33) Misc. Overhead	40,000	0	0	30	50	50	60	60	60	60	70	70	40,500
(34) Contributions	0	0	0	295	0	0	789	0	681	0	681	0	1,766
Total G&A Misc. Expenses	43,000	3,000	3,000	27,265	22,850	12,950	13,739	13,340	13,340	19,021	13,730	13,730	198,966
(35) Computer Software	1,500	1,500	2,000	0	5,000	500	500	500	500	500	500	500	13,500
(36) Database - Develop & Maintain	10,000	10,000	10,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	48,000
(37) Website - Develop & Maintain	5,000	5,000	5,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	24,000
(38) Total Technical Expenses	16,500	16,500	17,000	3,000	8,000	3,500	3,500	3,500	3,500	3,500	3,500	3,500	85,500
(39) Total Image & Materials	4,000	5,000	5,000	250	250	250	250	250	250	250	250	250	16,250
(40) Total Advertising & Publicity	0	2,000	6,500	7,000	5,000	1,850	950	950	950	950	950	950	28,650
(41) Total Marketing & Sales Expenses	4,000	7,000	11,500	7,250	5,250	2,100	1,200	1,200	1,200	1,200	1,200	1,200	44,300
(42) Office Rental / Payments	1,500	1,500	1,500	4,438	4,438	4,438	4,438	4,438	4,438	4,438	4,438	4,438	44,438
(43) Utilities & Maint	200	200	5,200	375	625	625	625	750	750	750	875	875	11,850
(44) Total Facilities Expense	1,700	1,700	6,700	4,813	5,063	5,063	5,063	5,188	5,188	5,188	5,313	5,313	56,288
(45) Total G&A Expenses	89,200	53,200	63,200	82,192	100,281	112,481	82,620	88,263	121,763	93,944	92,028	127,028	1,106,197

TOTAL EXPENSES	89,200	53,200	63,200	82,192	100,281	112,481	82,620	88,263	121,763	93,944	92,028	127,028	1,106,197
Earnings Before Interest & Taxes	(75,325)	(43,825)	29,538	(24,428)	(78,517)	78,924	(62,918)	(30,761)	68,137	(68,048)	(66,132)	272,530	(824)
Interest	0	0	0	0	0	0	0	0	0	0	0	0	0
Earnings (Loss) Before Taxes	(75,325)	(43,825)	29,538	(24,428)	(78,517)	78,924	(62,918)	(30,761)	68,137	(68,048)	(66,132)	272,530	(827)
Accumulated Losses	(75,325)	(119,150)	(89,613)	(114,040)	(192,557)	(113,634)	(176,552)	(207,314)	(139,177)	(207,224)	(273,356)	(827)	(827)
Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Expenses + Taxes	89,200	53,200	63,200	82,192	100,281	112,481	82,620	88,263	121,763	93,944	92,028	127,028	1,106,197
NET INCOME (LOSS)	(75,325)	(43,825)	29,538	(24,428)	(78,517)	78,924	(62,918)	(30,761)	68,137	(68,048)	(66,132)	272,530	(827)

CAPITAL EXPENDITURES

G&A Capital Expenses	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
(46) G&A Employee Setup	0	0	0	20,000	12,000	0	0	5,000	0	0	3,000	0	40,000
(47) Total Furnishings & Equipment	5,000	6,500	8,500	10,250	10,250	750	750	750	750	750	750	750	45,750
Total G&A Capital Expenses	5,000	6,500	8,500	30,250	22,250	750	750	5,750	750	750	3,750	750	85,750

Total Capital Expenditures	5,000	6,500	8,500	30,250	22,250	750	750	5,750	750	750	3,750	750	85,750
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Cumulative Capital Expenditures	5,000	11,500	20,000	50,250	72,500	73,250	74,000	79,750	80,500	81,250	85,000	85,750	85,750
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SOURCES & USES OF CASH

SOURCES OF CASH	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Net Income (Loss)	(75,325)	(43,825)	29,538	(24,428)	(78,517)	78,924	(62,918)	(30,761)	68,137	(68,048)	(66,132)	272,530	(827)
(48) Total Deposits & Reserves	(100,000)	(3,000)	0	0	0	0	0	0	0	0	0	0	(103,000)
(49) Investment	0	0	0	0	0	0	0	0	0	0	0	0	0
(50) IICC TradeCo Purchase Note	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(3,227)	(38,721)
(51) Preferred Coupon Interest Earned	0	0	(246)	0	0	(658)	0	0	(568)	0	0	(2,271)	(3,743)
(52) Reserve Fund Set Aside	0	0	(4,431)	0	0	(11,839)	0	0	(10,221)	0	0	(40,879)	(67,369)
(53) Investor Repayment	0	0	(14,769)	0	0	(39,462)	0	0	(34,069)	0	0	(136,265)	(224,564)
Add Non-Cash Items: Depreciation	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Sources of Funds	(178,552)	(50,052)	6,865	(27,655)	(81,744)	23,739	(66,145)	(33,988)	20,053	(71,275)	(69,359)	89,888	(438,223)

USES OF CASH	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Total Capital Expenditures	5,000	6,500	8,500	30,250	22,250	750	750	5,750	750	750	3,750	750	85,750
Investment in Inventory	0	0	0	0	0	0	0	0	0	0	0	0	0
CASH USED In Operations	5,000	6,500	8,500	30,250	22,250	750	750	5,750	750	750	3,750	750	85,750
Cash (Required) Available	(183,552)	(56,552)	(1,635)	(57,909)	(103,994)	22,989	(66,895)	(39,738)	19,303	(72,025)	(73,109)	89,138	(523,973)
Cummulative Cash (Required) Available	(183,552)	(240,103)	(241,738)	(299,643)	(403,636)	(380,648)	(447,543)	(487,281)	(467,978)	(540,002)	(613,111)	(523,973)	(523,973)
Value (Cum Cash + Cum Capital Exp + Assets)	(178,552)	(228,603)	(121,738)	(106,559)	(186,938)	(61,820)	(125,739)	(115,481)	7,365	(60,256)	(125,926)	109,686	109,686

Total Investmt Required	(738,974)
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GROWTH PROJECTIONS DETAILS

Amerifund Capital Development

ACD

ACD Real Estate Development

ACD Real Estate Development Growth		New ACD Real Estate Development per year										Yr 2	Yr 3	Yr 4	Yr 5		
		Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002				
Growth of ACD Real Estate Development	ACD Real Estate Development Calcs	0.250100	0.500100	0.750100	1.000100	0.250100	0.500100	0.750100	1.000100	0.250100	0.500100	0.750100	1.000100	4	5	5	5
(1)	New ACD Real Estate Development	0	0	0	1	0	0	0	1	0	0	0	1				3
(4)	Cum Total ACD Real Estate Development	0	0	0	1	1	1	1	2	2	2	2	3				3

ACD Real Estate Development - Closing Income

ACD Real Estate Development - Average Size of Project		Total Project Size										Yr 2	Yr 3	Yr 4	Yr 5			
		\$600,000										\$600,000	\$600,000	\$600,000	\$600,000			
ACD Real Estate Development - % Ownership in Project		Average % of ownership in project										7.0%	7.0%	7.0%	7.0%			
ACD Real Estate Development - % Closing Income in Project		Average % of closing income from project										5.0%	5.0%	5.0%	5.0%			
ACD Real Estate Development - Closing Income		Income received at closing of deal										\$30,000	\$30,000	\$30,000	\$30,000			
Growth of ACD Real Estate Development - Closing Income	New ACD Real Estate Development - Closing Income	0	0	0	30,000	0	0	0	30,000	0	0	0	30,000	0	0	0	30,000	90,000

ACD Real Estate Development - Monthly Income

ACD Real Estate Development - Monthly Income		Income received per month after closing										Yr 2	Yr 3	Yr 4	Yr 5		
		\$2,000										\$2,000	\$2,000	\$2,000	\$2,000		
Growth of ACD Real Estate Development - Monthly Income	Cum Total ACD Real Estate Development	0	0	0	1	1	1	1	2	2	2	2	3				15
(1)	Total ACD Real Estate Development - Monthly Income	0	0	0	2,000	2,000	2,000	2,000	4,000	4,000	4,000	4,000	6,000				30,000

ACD Real Estate Development - Total Income

Growth of ACD Real Estate Development - Total Income		Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002				
	New ACD Real Estate Development - Closing Income	0	0	0	30,000	0	0	0	30,000	0	0	0	30,000				90,000
	Total ACD Real Estate Development - Monthly Income	0	0	0	2,000	2,000	2,000	2,000	4,000	4,000	4,000	4,000	6,000				30,000
(1)	Total ACD Real Estate Development - Total Income	0	0	0	32,000	2,000	2,000	2,000	34,000	4,000	4,000	4,000	36,000				120,000

ACD Real Estate Development - Asset Growth

ACD Real Estate Development - Asset Gain at closing		Average value of ownership at closing										Yr 2	Yr 3	Yr 4	Yr 5		
Asset Growth per year		\$42,000										\$42,000	\$42,000	\$42,000	\$42,000		
		Percent Growth per year										15.0%	15.0%	15.0%	15.0%		
ACD Real Estate Development - Asset Growth	New ACD Real Estate Development	0	0	0	1	0	0	0	1	0	0	0	1				3
(2)	New ACD Real Estate Development Asset Value	0	0	0	42,000	0	0	0	42,000	0	0	0	42,000				126,000
(21)	Cum ACD Real Estate Development - Asset Growth	0	0	0	42,000	42,525	43,057	43,595	86,140	87,216	88,307	89,410	132,528				132,528

ACD Project Brokerage

ACD Project Brokerage Growth		New ACD Project Brokerage per year										Yr 2	Yr 3	Yr 4	Yr 5		
		Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002				
Growth of ACD Project Brokerage	ACD Project Brokerage Calcs	0.166767	0.333433	0.500100	0.666767	0.833433	1.000100	0.166767	0.333433	0.500100	0.666767	0.833433	1.000100	3.00	4.00	5.00	5.00
(2)	New ACD Project Brokerage	0	0	0	0	0	1	0	0	0	0	0	1				2
(5)	Cum Total ACD Project Brokerage	0	0	0	0	0	1	1	1	1	1	1	2				2

ACD Project Brokerage - Closing Income

ACD Project Brokerage - Average Size of Project		Total Project Size										Yr 2	Yr 3	Yr 4	Yr 5			
		\$2,500,000										\$2,500,000	\$2,500,000	\$2,500,000	\$2,500,000			
ACD Project Brokerage - % Ownership in Project		Average % of ownership in project										0.0%	0.0%	0.0%	0.0%			
ACD Project Brokerage - % Closing Income in Project		Average % of closing income from project										3.0%	3.0%	3.0%	3.0%			
ACD Project Brokerage - Closing Income		Income received at closing of deal										\$75,000	\$75,000	\$75,000	\$75,000			
Growth of ACD Project Brokerage - Closing Income	New ACD Project Brokerage - Closing Income	0	0	0	0	0	75,000	0	0	0	0	0	75,000	0	0	0	75,000	150,000

ACD Project Brokerage - Monthly Income

ACD Project Brokerage - Monthly Income		Income received per month after closing										Yr 2	Yr 3	Yr 4	Yr 5		
		\$0										\$0	\$0	\$0	\$0		
Growth of ACD Project Brokerage - Monthly Income	Cum Total ACD Project Brokerage	0	0	0	0	0	1	1	1	1	1	1	2				8
(1)	Total ACD Project Brokerage - Monthly Income	0	0	0	0	0	0	0	0	0	0	0	0				0

ACD Project Brokerage - Total Income

Growth of ACD Project Brokerage - Total Income		Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002				
	New ACD Project Brokerage - Closing Income	0	0	0	0	0	75,000	0	0	0	0	0	75,000				150,000
	Total ACD Project Brokerage - Monthly Income	0	0	0	0	0	0	0	0	0	0	0	0				0
(12)	Total ACD Project Brokerage - Total Income	0	0	0	0	0	75,000	0	0	0	0	0	75,000				150,000

ACD Project Brokerage - Asset Growth

		ACD Project Brokerage - Asset Gain at closing Asset Growth per year**												Yr 2	Yr 3	Yr 4	Yr 5
		Average value of ownership at closing Percent Growth per year												\$0	\$0	\$0	\$0
		10.0% Notes here												10.0%	10.0%	10.0%	10.0%
ACD Project Brokerage - Asset Growth	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002					
New ACD Project Brokerage	0	0	0	0	0	1	0	0	0	0	0	0	1	2			
New ACD Project Brokerage Asset Value	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
Cum ACD Project Brokerage - Asset Growth	0	0	0	0	0	0	0	0	0	0	0	0	0	0			

ACD Financings

		ACD Financings Growth												Yr 2	Yr 3	Yr 4	Yr 5
		New ACD Financings per year												4.00	6.00	8.00	10.00
Growth of ACD Financings	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002					
ACD Financings Calls	0.333433	0.666767	1.000100	0.333433	0.666767	1.000100	0.333433	0.666767	1.000100	0.333433	0.666767	1.000100					
(3) New ACD Financings	0	0	1	0	0	1	0	0	1	0	0	1	4				
(6) Cum Total ACD Financings	0	0	1	1	1	2	2	2	3	3	3	4	4				

ACD Financings - Closing Income

		ACD Financings - Average Size of Project												Yr 2	Yr 3	Yr 4	Yr 5
		% Ownership in Project												\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000
		% Closing Income in Project												2.0%	2.0%	2.0%	2.0%
		ACD Financings - Closing Income												1.5%	1.5%	1.5%	1.5%
		Income received at closing of deal												\$75,000	\$75,000	\$75,000	\$75,000
Growth of ACD Financings - Closing Income	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002					
A1 New ACD Financings - Closing Income	0	0	75,000	0	0	75,000	0	0	75,000	0	0	75,000	300,000				

ACD Financings - Monthly Income

		ACD Financings - Monthly Income												Yr 2	Yr 3	Yr 4	Yr 5
		Income received per month after closing												\$2,000	\$2,000	\$2,000	\$2,000
Growth of ACD Financings - Monthly Income	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002					
A2 Cum Total ACD Financings	0	0	1	1	1	2	2	2	3	3	3	4	22				
A3 Total ACD Financings - Monthly Income	0	0	2,000	2,000	2,000	4,000	4,000	4,000	6,000	6,000	6,000	8,000	44,000				

ACD Financings - Total Income

		ACD Financings - Total Income												Yr 2	Yr 3	Yr 4	Yr 5
A4 New ACD Financings - Closing Income	0	0	75,000	0	0	75,000	0	0	75,000	0	0	75,000	300,000				
A5 Total ACD Financings - Monthly Income	0	0	2,000	2,000	2,000	4,000	4,000	4,000	6,000	6,000	6,000	8,000	44,000				
(13) Total ACD Financings - Total Income	0	0	77,000	2,000	2,000	79,000	4,000	4,000	81,000	6,000	6,000	83,000	344,000				

ACD Financings - Asset Growth

		ACD Financings - Asset Gain at closing Asset Growth per year**												Yr 2	Yr 3	Yr 4	Yr 5
		Average value of ownership at closing Percent Growth per year												\$100,000	\$100,000	\$100,000	\$100,000
		10.0% Notes here												10.0%	10.0%	10.0%	10.0%
ACD Financings - Asset Growth	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002					
A6 New ACD Financings	0	0	1	0	0	1	0	0	1	0	0	1	4				
A7 New ACD Financings Asset Value	0	0	100,000	0	0	100,000	0	0	100,000	0	0	100,000	400,000				
(22) Cum ACD Financings - Asset Growth	0	0	100,000	100,833	101,674	202,521	204,209	205,910	307,626	310,190	312,775	415,381	415,381				

ACD Consulting

		ACD Consulting Growth												Yr 2	Yr 3	Yr 4	Yr 5
		New ACD Consulting per year												3.00	5.00	7.00	7.00
Growth of ACD Consulting	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002					
ACD Consulting Calls	0.250100	0.500100	0.750100	1.000100	0.250100	0.500100	0.750100	1.000100	0.250100	0.500100	0.750100	1.000100					
(7) New ACD Consulting	0	0	0	1	0	0	0	1	0	0	0	1	3				
Cum Total ACD Consulting	0	0	0	1	0	0	0	1	0	0	0	1	3				

ACD Consulting - Contract Income

		ACD Consulting - Contract Income												Yr 2	Yr 3	Yr 4	Yr 5
		Average Project Size												\$10,000	\$15,000	\$15,000	\$15,000
Growth of ACD Consulting - Contract Income	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002					
A8 New ACD Consulting - Contract Income	0	0	0	10,000	0	0	0	10,000	0	0	0	10,000	30,000				
(14) Total ACD Consulting - Contract Income	0	0	0	10,000	0	0	0	10,000	0	0	0	10,000	30,000				

Amerifund Capital Securities

ACS

ACS Fund Mrkt

		Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	
Cumulative Funds														
B1 VanHedge		100,000,000												100,000,000
B2 VanHedge New	75,000,000			18,750,000			18,750,000			18,750,000			18,750,000	75,000,000
B3 Cum Raised VanHedge	0			18,750,000	18,750,000	18,750,000	37,500,000	37,500,000	56,250,000	56,250,000	56,250,000	75,000,000	75,000,000	75,000,000
B4 Cum VanHedge	100,000,000	100,000,000	118,750,000	118,750,000	118,750,000	137,500,000	137,500,000	137,500,000	156,250,000	156,250,000	156,250,000	175,000,000	175,000,000	175,000,000
B5 Hamilton		30,000,000												30,000,000
B6 Hamilton New	25,000,000						5,000,000			7,500,000			12,500,000	25,000,000
B7 Cum Raised Hamilton	0	0	0	0	0	0	5,000,000	5,000,000	5,000,000	12,500,000	12,500,000	12,500,000	25,000,000	25,000,000
B8 Cum Hamilton	30,000,000	30,000,000	30,000,000	30,000,000	30,000,000	30,000,000	35,000,000	35,000,000	35,000,000	42,500,000	42,500,000	42,500,000	55,000,000	55,000,000
B9 Inter All		75,000,000												75,000,000
B10 Inter All New	25,000,000						3,500,000			7,000,000			14,500,000	25,000,000
B11 Cum Raised Inter All	0	0	0	0	0	0	3,500,000	3,500,000	3,500,000	10,500,000	10,500,000	10,500,000	25,000,000	25,000,000
Cum Inter All	75,000,000	75,000,000	75,000,000	75,000,000	75,000,000	78,500,000	78,500,000	78,500,000	85,500,000	85,500,000	85,500,000	100,000,000	100,000,000	100,000,000
B12 Fund X														0
B13 Fund X New	25,000,000						3,500,000			7,000,000			14,500,000	25,000,000
B14 Cum Raised Fund X	0	0	0	0	0	0	3,500,000	3,500,000	3,500,000	10,500,000	10,500,000	10,500,000	25,000,000	25,000,000
B15 Cum Fund X	0	0	0	0	0	0	3,500,000	3,500,000	3,500,000	10,500,000	10,500,000	10,500,000	25,000,000	25,000,000

NET INCOME (LOSS)		(75,325)	(43,825)	29,538	(24,428)	(78,517)	78,924	(62,918)	(30,761)	68,137	(68,048)	(66,132)	272,530	(827)
Cash (Required) Available		(183,552)	(56,552)	(1,635)	(57,905)	(103,994)	22,989	(66,895)	(39,738)	19,303	(72,025)	(73,109)	89,138	(523,973)
Cumulative Cash (Required) Available		(183,552)	(240,103)	(241,738)	(299,643)	(403,636)	(380,648)	(447,543)	(487,281)	(467,978)	(540,002)	(613,111)	(523,973)	

Preferred Coupon														Yr 2	Yr 3	Yr 4	Yr 5
Coupon Rate 10% Note														10%	10%	10%	10%
Payuntil Total Invest times 1.5 paid \$1,050,000 Note														\$1,050,000	\$1,050,000	\$1,050,000	\$1,050,000
Preferred Coupon Payments	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total				
(51) Preferred Coupon Interest Earned	0	0	246	0	0	658	0	0	568	0	0	2,271	3,743				
Cum Coupon Paid	0	0	246	246	246	904	904	904	1,472	1,472	1,472	6,743	3,743				

Reserve Fund														Yr 2	Yr 3	Yr 4	Yr 5
Percent of Net Profit Payout 15.0% Note														15.0%	15.0%	15.0%	15.0%
Reserve Fund Set Aside	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total				
(52) Reserve Fund Set Aside	0	0	4,431	0	0	11,839	0	0	10,221	0	0	40,879	67,369				
Cum Reserve Fund	0	0	4,431	4,431	4,431	16,269	16,269	16,269	26,490	26,490	26,490	136,269	67,369				

Investor Repayment														Yr 2	Yr 3	Yr 4	Yr 5
Percent of Net Profit Payout 50.0% Note														50.0%	50.0%	50.0%	50.0%
Payuntil Total Invest times 1.5 paid \$1,050,000 Note														\$1,050,000	\$1,050,000	\$1,050,000	\$1,050,000
Investor Repayment	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total				
(53) Investor Repayment	0	0	14,769	0	0	39,462	0	0	34,069	0	0	136,265	224,564				
Accrued Investor Repayment	0	0	14,769	14,769	14,769	54,231	54,231	54,231	88,299	88,299	88,299	441,158	224,564				
Accrued Total Investor Repayment	0	0	15,015	15,015	15,015	55,134	55,134	55,134	89,771	89,771	89,771	441,158	228,307				

EMPLOYEE ASSUMPTIONS & COUNT

Employee Overhead Calculations

Assumptions:

Work Days / Month	22	
Monthly Time (min) / Employee	7,583	(Work Days/Month * 7 hrs * 50 min)
FICA & Benefits	30%	
Pager/Month	\$25	
Cell Phone/Month	\$150	
E1 Employee Setup	\$10,000	Setup for Major Computer, Office, & Mobile Office
E2 Employee Setup	\$7,000	Setup for Midlevel Computer, Office & Mobile Office
E3 Employee Setup	\$5,000	Setup for Level 3 Computer, Office, & Software
E4 Employee Setup	\$3,000	Setup for Level 4 Computer, Office, & Software
Health Insurance	\$400	Family Rate / Month
Recruiting Expense	0.0%	% of Annual Salary

High Speed Home Internet	\$50.00	Price / Month - High Speed Internet Access & Phone Lines
Gas Price	\$1.50	Price / Gallon of Gas
Ave Miles / Gallon	18	Average Gas Mileage for Company Car
Car Allowance	\$500	Monthly Allowance for Company Car
Miles/Day	75	
Mileage Reimbursement Rate	\$0.32	Rate at which mileage is reimbursed
Auto Expense @ 100% Travel	\$520	Days * Miles/Day @ Reimbursement Rate
Per Diem	\$150	
Ave Entertainment/Day	\$50	
Conference Expense	\$1,500	Additional Per Person to Cover Conference Overhead
Flight Average	\$500	Average Cost of Plane Fare / Flight
Club Reimbursement	\$500	Monthly Reimbursement for Club Membership

Employee Count Totals														calculated in divisions below	
NEW G&A Staff	0	0	0	3	2	0	0	1	0	0	1	0	7		
Total G&A Staff	0	0	0	3	5	5	5	6	6	6	7	7	7		
(23) Total Employees	0	0	0	3	5	5	5	6	6	6	7	7	7		

FUNCTIONAL DIVISIONS - DETAILS

GENERAL & ADMINISTRATIVE

General & Administrative

G&A Staff Exp Calc

Functional Title	Annual Salary	Other Expense		Capital	Monthly Expenses				Travel Expenses				Billable	
		Bonus%	Recruit Adjust	Setup Adjust	Cell Usage	Pager	HighSp	Club	Car?	% Car Travel	% Out of Town	Flights Month	Confer per Year	% Billable
GA1 Executives	\$ 100,000	35.0%			H	Y	Y		Y	20.0%	20.0%	4	6	
GA2 Management	\$ 90,000	35.0%			H	Y	Y			20.0%	10.0%	4	6	
GA3 Marketing	\$ 50,000	30.0%			H	Y				0.0%	0.0%	0	2	
GA4 Clerical	\$ 30,000	20.0%											0	

	Monthly	FICA & Ben	Mon&Benefits	Cell	Pager	High Speed	Tot Month	Recruiting Expense	Annual Bonus	Capital Setup
GA1 Executives	\$8,333	\$2,500	\$10,833	\$225	\$25	\$50	\$11,133	\$ -	\$ 35,000	\$ 10,000
GA2 Management	\$7,500	\$2,250	\$9,750	\$225	\$25	\$50	\$10,050	\$ -	\$ 31,500	\$ 7,000
GA3 Marketing	\$4,167	\$1,250	\$5,417	\$225	\$25		\$5,667	\$ -	\$ 15,000	\$ 5,000
GA4 Clerical	\$2,500	\$750	\$3,250				\$3,250	\$ -	\$ 6,000	\$ 3,000

	Car Allow	Gas Reimb	Mile Reimb	Per Diem Exp	Entertain Expense	Flight Exp	Confer. Expense	Club Expense	Mnth Travel Conf. & Ent	Salary Yr 2	Salary Yr 3	Salary Yr 4	Salary Yr 5
GA1 Executives	\$500	\$27		\$650	\$217	\$2,000	\$750		\$4,144	10% \$110,000	10% \$121,000	10% \$133,100	10% \$146,410
GA2 Management			\$104	\$325	\$108	\$2,000	\$750		\$3,287	10% \$99,000	10% \$108,900	10% \$119,790	10% \$131,769
GA3 Marketing			\$0	\$0	\$0	\$250	\$250		\$250	10% \$55,000	10% \$60,500	10% \$66,550	10% \$73,205
GA4 Clerical			\$0	\$0	\$0	\$0	\$0		\$0	10% \$33,000	10% \$36,300	10% \$39,930	10% \$43,923

G&A Staff Assumptions

New G&A Staff	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
GA1 New Executives				1.00									1.00
GA2 New Management				1.00	1.00								2.00
GA3 New Marketing					1.00			1.00					2.00
GA4 New Clerical				1.00							1.00		2.00
NEW G&A Staff	0	0	0	3	2	0	0	1	0	0	1	0	7

Total G&A Staff	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
GA1 Executives	0	0	0	1	1	1	1	1	1	1	1	1	1
GA2 Management	0	0	0	1	2	2	2	2	2	2	2	2	2
GA3 Marketing	0	0	0	0	1	1	1	2	2	2	2	2	2
GA4 Clerical	0	0	0	1	1	1	1	1	1	1	2	2	2
Total G&A Staff	0	0	0	3	5	5	5	6	6	6	7	7	7

G&A Payroll & Benefits	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
GA1 Executives	8,000	8,000	8,000	11,133	11,133	11,133	11,133	11,133	11,133	11,133	11,133	11,133	124,200
GA2 Management	3,000	3,000	3,000	10,050	20,100	20,100	20,100	20,100	20,100	20,100	20,100	20,100	179,850
GA3 Marketing	0	0	0	0	5,667	5,667	11,333	11,333	11,333	11,333	11,333	11,333	73,667
GA4 Clerical	2,000	2,000	2,000	3,250	3,250	3,250	3,250	3,250	3,250	3,250	6,500	6,500	41,750
G&A Payroll & Benefits	13,000	13,000	13,000	24,433	40,150	40,150	40,150	45,817	45,817	45,817	49,067	49,067	419,468

G&A Travel, Conf, Entertainment	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
GA1 Executives	1,000	2,000	2,000	4,144	4,144	4,144	4,144	4,144	4,144	4,144	4,144	4,144	42,294
GA2 Management	0	0	0	3,287	6,575	6,575	6,575	6,575	6,575	6,575	6,575	6,575	55,885
GA3 Marketing	0	0	0	0	250	250	250	500	500	500	500	500	3,250
GA4 Clerical	0	0	0	0	0	0	0	0	0	0	0	0	0
G&A Travel, Conf. & Enter	1,000	2,000	2,000	7,431	10,968	10,968	10,968	11,218	11,218	11,218	11,218	11,218	101,425

Bonus Payments	Bonus Payments Schedule												
	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Bonus Payments Calc	0.333433	0.666767	1.000100	0.333433	0.666767	1.000100	0.333433	0.666767	1.000100	0.333433	0.666767	1.000100	4
Schedule of Bonus Payments	0	0	1	0	0	1	0	0	1	0	0	1	4

G&A Recruiting & Bonus	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
GA1 Executives	0	0	0	0	0	8,750	0	0	8,750	0	0	8,750	26,250
GA2 Management	0	0	0	0	0	15,750	0	0	15,750	0	0	15,750	47,250
GA3 Marketing	0	0	0	0	0	3,750	0	0	7,500	0	0	7,500	18,750
GA4 Clerical	0	0	0	0	0	1,500	0	0	1,500	0	0	3,000	6,000
G&A Recruit & Bonus	0	0	0	0	0	29,750	0	0	33,500	0	0	35,000	98,250

G&A Billable Adjustment	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
GA1 Executives	0	0	0	0	0	0	0	0	0	0	0	0	0
GA2 Management	0	0	0	0	0	0	0	0	0	0	0	0	0
GA3 Marketing	0	0	0	0	0	0	0	0	0	0	0	0	0
GA4 Clerical	0	0	0	0	0	0	0	0	0	0	0	0	0
G&A Billable Adjustment	0	0	0	0	0	0	0	0	0	0	0	0	0

Total G&A Staff Expenses	14,000	15,000	15,000	31,864	51,118	80,868	51,118	57,035	90,535	57,035	60,285	95,285	619,143
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G&A Support Contractors

Support Contractors	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Tom Maples - Compliance, OSJ Mgr	\$1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Hank Tate - Strategy/Bus Dev	\$6,000	8,000	8,000	8,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	78,000
Jack Evans - CFO	\$1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Support Contractors	10,000	10,000	10,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	102,000

G&A Misc. Expenses

Personnel Support	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Total Employees	per empty	0	0	0	3	5	5	5	6	6	6	7	7
Training & Education	\$100	0	0	0	300	500	500	600	600	600	700	700	5,000
Dues - Subscriptions	\$10	0	0	0	30	50	50	60	60	60	70	70	500
Office Supplies	\$20	0	0	0	60	100	100	120	120	120	140	140	1,000
Personnel Support	0	0	0	390	650	650	650	780	780	780	910	910	6,500

Office Resources	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Copier Lease	\$150			150	150	150	150	150	150	150	150	150	1,350
Financial Management Software	\$100			5,000	100	100	100	100	100	100	100	100	5,800
Telecom Software										5,000	0	0	5,000
Corporate Software	\$100			10,000	10,000	100	100	100	100	100	100	100	20,700
Internet Connection Fee	\$150			150	150	150	150	150	150	150	150	150	1,350
Office Resources	0	0	0	15,300	10,400	500	500	500	500	5,500	500	500	34,200

Professional Services	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Legal Fees	\$500	1,000	1,000	1,000	500	500	500	500	500	500	500	500	7,500
Accounting Fees	\$250	1,000	1,000	1,000	750	1,250	1,250	1,500	1,500	1,500	1,750	1,750	15,500
Compliance	\$2,000	1,000	1,000	1,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	21,000
Business Consultants	\$8,000				8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	72,000
Professional Services	3,000	3,000	3,000	11,250	11,750	11,750	11,750	12,000	12,000	12,000	12,250	12,250	116,000

Misc. Overhead	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Accrued Debt		35,000											35,000
Postage & Freight	\$10	0	0	0	30	50	50	60	60	60	70	70	500
Corp Insurance (Lib, E&O, D&O)	\$5,000												5,000
Bank Fees	\$0.10												0
Misc. Overhead	40,000	0	0	30	50	50	50	60	60	60	70	70	40,500

Charitable Contributions	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Contributions	1.0%	0	0	0	295	0	0	789	0	0	681	0	1,766
Total G&A Misc. Expenses	43,000	3,000	3,000	27,265	22,850	12,950	13,739	13,340	13,340	19,021	13,730	13,730	198,966

Technical Expenses

Technical Expenses	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
(35) Computer Software	\$500	1,500	1,500	2,000	5,000	500	500	500	500	500	500	500	13,500
(36) Database - Develop & Maintain	\$2,000	10,000	10,000	10,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	48,000
(37) Website - Develop & Maintain	\$1,000	5,000	5,000	5,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	24,000
(38) Total Technical Expenses		16,500	16,500	17,000	8,000	3,500	3,500	3,500	3,500	3,500	3,500	3,500	85,500

Marketing & Sales Expenses

Image, Marketing Materials & Manuals	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Image & Materials Design	4,000	5,000	5,000	250	250	250	250	250	250	250	250	250	16,250
Total Image & Materials	4,000	5,000	5,000	250	250	250	250	250	250	250	250	250	16,250
Advertising & Publicity		2,000	5,000	3,000	2,000	500	500	500	500	500	500	500	15,500
Marketing Materials		2,000	5,000	3,000	2,000	500	500	500	500	500	500	500	15,500
Direct Mail			1,500	3,000	350	350	350	350	350	350	350	350	8,950
Publicity Contract			1,000	1,000	1,000	100	100	100	100	100	100	100	3,600
(40) Total Advertising & Publicity		2,000	6,500	7,000	5,000	1,850	950	950	950	950	950	950	28,550
(41) Total Marketing & Sales Expenses	4,000	7,000	11,500	7,250	5,250	2,100	1,200	1,200	1,200	1,200	1,200	1,200	44,300

G&A Office Rental Expenses

Office Space Expenses	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Office Rent	\$4,438	1,500	1,500	4,438	4,438	4,438	4,438	4,438	4,438	4,438	4,438	4,438	44,438
Office Rental / Payments	1,500	1,500	1,500	4,438	4,438	4,438	4,438	4,438	4,438	4,438	4,438	4,438	44,438
Utilities & Maint		200	200	5,200	375	625	625	750	750	750	875	875	11,850
Elect. Water	\$0	0	0	0	0	0	0	0	0	0	0	0	0
Telephone Connection Fees	\$150	0	5,000	225	375	375	375	450	450	450	525	525	8,750
Telephone & Long Distance	\$50	200	200	150	250	250	250	300	300	300	350	350	3,100
Cleaning	\$0	0	0	0	0	0	0	0	0	0	0	0	0
Repairs & Maintenance	\$0	0	0	0	0	0	0	0	0	0	0	0	0
(43) Utilities & Maint	200	200	5,200	375	625	625	625	750	750	750	875	875	11,850
(44) Total Facilities Expense	1,700	1,700	6,700	4,813	5,063	5,063	5,063	5,188	5,188	5,188	5,313	5,313	56,288
(45) Total G&A Expenses	89,200	53,200	63,200	82,192	100,281	112,481	82,620	88,263	121,763	93,944	92,028	127,028	1,106,197

G&A Capital Expenses

G&A Employee Setup	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
GA1 Executives	0	0	0	10,000	0	0	0	0	0	0	0	0	10,000
GA2 Management	0	0	0	7,000	7,000	0	0	0	0	0	0	0	14,000
GA3 Marketing	0	0	0	0	5,000	0	0	5,000	0	0	0	0	10,000
GA4 Clerical	0	0	0	3,000	0	0	0	0	0	0	3,000	0	6,000
(46) Total G&A Employee Setup	0	0	0	20,000	12,000	0	0	5,000	0	0	3,000	0	40,000

G&A Equipment Expenses

Furnishings & Equipment	Jan-2002	Feb-2002	Mar-2002	Apr-2002	May-2002	Jun-2002	Jul-2002	Aug-2002	Sep-2002	Oct-2002	Nov-2002	Dec-2002	Year 1 Total
Computer Equipment	\$500	2,500	4,000	5,000	10,000	10,000	500	500	500	500	500	500	35,000
Furnishings	\$250	2,500	2,500	3,500	250	250	250	250	250	250	250	250	10,750
(47) Total Furnishings & Equipment	5,000	6,500	8,500	10,250	10,250	750	750	750	750	750	750	750	45,750
Total G&A Capital Expenses	5,000	6,500	8,500	30,250	22,250	750	750	5,750	750	750	3,750	750	85,750



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