

Business Plan



Company Store & Headquarters Located at:

16 S. Main Street, P.O. Box 2, Chagrin Falls, OH 44022, United States

Published July 22nd, 2019

https://clickitfranchise.com

Phone: (800) 368-7416

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PURPOSE

This business plan's purpose is to provide a broad understanding of the Click IT franchise. This document provides information about many of Click IT's product and services while discussing the franchise's plans to sell Click IT franchises.

BACKGROUND

The Click IT store has been operating since 2012. Historical financial information for what's referred to as the "corporate" or "company" store is provided in Item 19 in the company's Franchise Disclosure Document, provided upon request. The store's business model is proven and profitable; with products and services that are increasingly in demand.

Motherboard was newly formed, independent from the corporate store, with all assigned rights to the Click IT brand and intellectual property. *Its sole purpose is to promote, sell and support Click IT franchises to increase shareholders' value.*

The Click IT store is a new concept in delivering managed I.T. services to local communities. Having operated now for 7 years perfecting its systems and improving its products and services, the Click IT corporate store is now a *proven concept*. The company store now provides over 12 I.T. services, products, and solutions to thousands of area residences and businesses in a systematic and scalable manner.

With a completed and graded Franchise Disclosure Document (FDD) and Franchise Agreement (FA), the organization has begun marketing and selling the franchise, with ½ dozen prospective franchise owners being brought through the rather lengthy sales process.

Executive Summary



The Click IT store opened in 2012 on Main Street in Chagrin Falls, Ohio, providing managed I.T. services to our small suburban community of just 56,000 residents.

Short Summary

Click IT is an emerging franchise offering technical services, products and solutions to consumers and businesses from a retail store location. Our future franchisees will serve local communities similar to I.T. departments inside large corporations.

Highlights

- Received a grade of "A" from Franchise Grade strengthening our credibility.
- Recently joined the Franchise Brokers Association where leads are generated.
- Hire David Whalen to lead our franchise sales through FBA brokers network.
- Developed our dynamics and manageable online POS shop.clickitgroup.com.
- Currently interviewing many hot candidates who want to open a Click IT Store.
- Proven Model 25% EBITA in 2018.
- "#1 I.T. Franchise" according to Top IT Franchises.
- Franchise Disclosure Document (FDD) Completed & Ready to Sell.

We are now fully prepared to sell and support franchisees and are rising money to implement our aggressive marketing plan to bring Click IT to the franchise marketplace.

Franchise Brief Description

Click IT will provide people an opportunity to benefit from our unique concept. We are the #1 franchise offered today in the Managed I.T. Services category (see <u>Top I.T.</u> <u>Franchises</u>), and we're the only brand offering managed I.T. as-a-service to both consumers and small businesses, from a retail store.



Our company store operates at the highest margins and will make franchise owners a very good living. Just meet <u>Chris!</u> In operating our company store, he offers over <u>12</u> proprietary I.T. categories proven to earn better returns* while satisfying demands 96.7% of us need every day. Plus, Click IT delivers all this I.T. through using 'Web Services'. This means that in order to deliver I.T. to

customers, a franchise owner will just have to "pick-it and click-it". This is a very unique advantage of the Click IT franchise system that sets it far apart from any other I.T. franchise available. You don't have to be a "Geek" to own a Click IT Store.



To franchise owner, we provide 40 hours of classroom and on-the-job training where they'll learn a methodology plotting their course to high and sustainable profits. They'll love being a Click IT Franchise owner because they'll have the freedom to directly impact their profits where the sky's the limit. They'll work normal business hours and have a schedule that works best for them.

Using information technology today has morphed into being more about the storage, synchronizing, management and security of data and the understanding of how to use the software. Hardware, on the other hand, has become a commodity. As the technology business continues to go to the Cloud as a utility, the big-box retailers and online stores are still focused on mainly selling hardware, with the software and services as an after-thought. This leaves a huge void for a locally situated, trustworthy I.T. services and management organization to fill since most don't have the technical knowledge, infrastructure nor capacity for managing information technology themselves.

Investment Opportunity

We are offering warrants which will bring an above-average return for its holders. Value in the business will increase exponentially based on our selling Click IT franchises aggressively in the next three years, where we will have 60 franchises producing a projected gross income for the company of \$1,844,118 by the end of 2023. The value of a share therefore in the company at that juncture is projected to be much greater than the purchased price, where warrant holders get to buy at a 75% discount.

To learn more and begin a conversation, please register as an "investor" at <u>https://clickitgroup.com/investor-relations</u>.

THE FRANCHISE CONCEPT

See https://clickitfranchise.com

The best franchises offer a methodology plotting a course to the highest profits, and a Click IT franchise not only provides this but also offers its franchise owners the ability to directly impact these profits. The sky's the limit when you own a Click IT Franchise which offers services, products, and solutions 96.7% of people living in the U.S. use and need help with every day, everywhere.

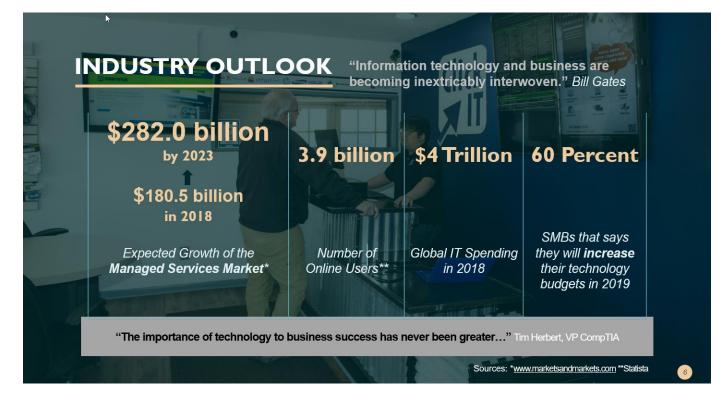
For those who want a business they can enjoy working at every day while making a decent living, in 2019 Click IT is offering its franchise and it's a unique ground-floor opportunity.

- You Don't Need Experience but Only Need to Like People.
- A Proven Business Model with Perfected Systems.
- Provides Needs-Based Products, Solutions & Services.
- Convenient Conventional Hours & Passive Income Potential.

Our plan is to sell on average 20 franchises a year in the next three years, when management plans to sell the franchise with an expected return many times investment. For more information, go to https://clickitgroup.com/investor-relations.

MARKET SIZE

Click IT addresses a huge market need in an industry with tremendous growth. \$282 billion dollars annually are projected in I.T. spending by 2023, up from \$180 billion dollars in 2018. That's over a 60 percent growth rate during this period.



MILESTONES

Month	Year	Milestone
Dec	2019	16 Franchises sold.
Dec	2020	40 Franchises sold.
Dec	2021	64 Franchises sold.
Dec	2022	88 Franchises sold.
Dec	2023	112 Franchises sold.

The Franchise Opportunity Summary

Subscriptions: 20% MSP Avg. Annual Sales: \$384,000 by 2 nd	Company Store Historical	Franchise Store Projections
 Subscriptions: 20% MSP Walk-ins: 40% Break-Fix Number of Customers: 2.046 Avg. Annual Sales: \$384,000 by 2nd Cost-to-Open: \$126,061 to \$196,00 Time-to-Payback: 2 to 3 years 		NUMBER OF
Walk-ins: 40% Break-Fix Cost-to-Open: \$126,061 to \$196,00 Time-to-Payback: 2 to 3 years	Income Derived From:	Months to Profitability: 3 – 6 months
Number of Customers: 2,046 Time-to-Payback: 2 to 3 years	Subscriptions: 20% MSP	• Avg. Annual Sales: \$384,000 by 2 nd year
	• Walk-ins: 40% Break-Fix	• Cost-to-Open: \$126,061 to \$196,000
MSP Customers: 142 Franchise Fee: \$39,996	Number of Customers: 2,046	Time-to-Payback: 2 to 3 years
	MSP Customers: 142	Franchise Fee: \$39,996
2018 Sales: \$360,000 Time-to-Open: 3 to 6 months	2018 Salas: \$360,000	Time-to-Open: 3 to 6 months
Training Provided: 40 hours of class		Training Provided: 40 hours of classroom &
Gross Profit: 25% (\$92,000 EBITA) on-the-job training at Company Statements	Gross Profit: 25% (\$92,000 EBITA)	on-the-job training at Company Store.

MOTHERBOARD STRUCTURE

Number of current shareholders: 1	Number of Supplier Relationships:	10
Enterprise Industry Sector:	Number of Buyer Relationships: 10	
Information Technology Services	Number of Strategic Relationships:	5
Number of Board of Directors /Members:	Age of Enterprise (years): 7	
2	Legal Structure: S-Corporation	
Number of Board of Advisors: 0		

CAPITALIZATION

Motherboard will raise \$400,000 in capital through ideally convertible

Capital Needed: \$400,000 **Capital Type: Convertible Debt**

debt and selling warrants. The money raised will be used to promote, sell and support a growing franchise network. We seek sophisticated investors in order to achieve this. This capital will enable Motherboard to achieve selling 60 franchises in 3 years, earning nearly \$10 million for its shareholders. Use of funds are for sales and marketing, debt repayment and general and administrative expenses.

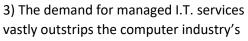
USE OF FUNDS

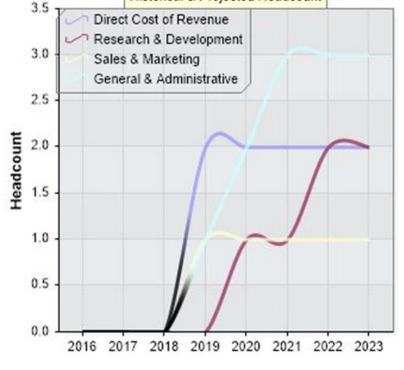
Area of Use	Specific Use	Amount
Sales & Marketing		\$200,000
DebtRepayment		\$100,000
General & Administrative		\$100,000

FRANCHISE STORE BUSINESS MODEL

Click IT sells managed I.T. services of every type to businesses and residents in the local community and surrounding areas. Our revenue is derived from network administration and monitoring, general repair and maintenance of computers. Our services are in demand since everyone today depends on their computers to run their businesses and correspond with family and friends. As a business, we emphasize recurring revenue streams, which is the foundation of our franchise model. In 2019, Click IT introduced its managed I.T. services as a new franchise. Click IT offers the best franchise in the I.T. space because we have the highest profit margins and the most to sell (with over 12 categories of products, services, and solutions). We present our products, services, and solutions in the easiest format, as web services,

which far exceeds the processes used by any of the other I.T. franchise choices. Therefore, an owner is more likely to be successful with a Click IT Franchise. There are also several important trends which makes owning a Click IT franchise exciting: 1) Small-sized business owners cannot afford to spend the time to research the constant advances in technology. They also cannot afford to fall behind on the advances in technology that will prevent their businesses from running efficiently. 2) The I.T. industry is constantly evolving and is now beyond the break-and-fix model. It is now a consultative, 24/7 model that ensures business owners (and consumers) that they have the solutions, software, and support they need to remain relevant, efficient and profitable.





Historical & Projected Headcount

ability to meet this demand. The I.T. industry is today still largely composed of thousands of small-time

technicians, working from their homes, who have neither the tools nor the business acumen necessary to offer the level of customer service that today's business owners and smart technology consumers need and demand.

FRANCHISE STORE PRODUCTS & SERVICES

As primarily a **Managed Services Provider** (MSP), the store's focus is on taking care of customers' computers, devices and networks. This includes maintenance and repair service work. What develops between the store's personnel and customers is a relationship of trust where often additional services are added in time. Sometimes all at once.

Example Store Sale: Just the other day a prospective customer came in with a computer problem. In a matter of two days, he had Click IT repair the computer while also purchasing

- Click IT's Anti-Virus package for his computer (see <u>https://shop.clickitgroup.com/product-category/click-it-computer/</u>),
- a new website (see <u>https://shop.clickitgroup.com/product-category/click-it-website-design/</u>),
- 3) hosting (see https://www.clickithosting.com/) and
- email (see <u>https://shop.clickitgroup.com/product-category/click-it-email/)</u>,



The customer spent well over \$1,200 for all these services. He left extremely happy and best yet, the services sold are all recurring revenue for the store.

A primary reason this customer bought all the additional services beyond just having his computer repair, is because he saw the sign on the wall displaying all that Click IT does. Then he sat down with store personnel to discuss his needs and concerns, and within a day of receiving the information, approved all the spending.

In Click IT offering 12 categories of I.T. products and services to sell, this is unique and bolsters the statement on the awning outside which says, "Your Local I.T. Department".

Below is an overview of what the corporate store, and soon Click IT Franchise Stores all over the country will sell and service, just as a company division is dependent on its IT department.

Much More Then Just Computer Repair WEBSITE DESIGN WEB-HOSTING IT-SECURITY E-MARKETING Click OST OST Click Website Design C-Marketing www.clickitwebsitedesign.co MANAGED PRINT COMPUTER **VOIP PHONES** EMAIL SERVICES COMPUTER d hall h MPS Phones ELECTRONICS REPAIRS HELP-DESK **SIT SPY** REPAIRS STORES www.store.clickitcomputer.com www.clickitrepairs.com For More Details VISIT w Toll-Free (800) 368-7416 • info@clickitco.com

Product & Services Details

Click IT offer best-in-class products and services picked from an assortment of providers and suppliers. Below are details about select categories. What is most unique about the offerings is that all these products and services are "managed", where Click IT is essentially a concierge.

1. Click IT Email

See https://clickitemail.com

Click IT offers the best-in-class, reasonably priced, value-added email services to better protect and manage our customers' data, domains and emails. Our managed email solutions give peace-of-mind. Click IT Email Services are different and better because they are managed and maintained for you. All our email hosting and delivery services offer: 1) Easy Migrations, 2) Works with Outlook & Mobile, 3) Premium Spam & Virus, 4) Email Authentication Set-up & Monitoring Available, 5) Huge 25GB Mailboxes, 5) Unlimited Email Aliases, 6) Secure Webmail. For more information, visit https://shop.clickitgroup.com.

2. Click IT eMarketing

See https://clickitemarketing.com

A properly designed website marketing plan is multifaceted and unique to each client. Search Engine Optimization of all the web pages is the first order of business, but at Click IT, we go much further with our Pay Per Result guaranteed services, meaning you only pay if we get you the results we agree upon. It is important that we first conducted an SEO Audit of your website, so we can point-out the appropriate elements which need improvement, taking into account your goals and budget, to provide a complete SEO program which we can guarantee. For details about our offerings for organizations or to schedule an audit, visit <u>https://clickitemarketing.com/organic-seo-plans</u> and <u>https://shop.clickitgroup.com</u>.

3. Click IT Hosting

See https://clickithosting.com

Click IT has a full-service hosting facility, where we provide our clients with reliable and secure website hosting with affordable email and domain prices. To learn more and see the assortment of hosting products and services offered, visit <u>https://www.clickithosting.com</u>.

4. Click IT Website Design

See https://clickitwebsitedesign.com

Click IT is a Nationally Recognized, Award-winning Website Developer of successful Websites since 2003. See all products and services in this category by visiting https://clickitwebsitedesign.com/shop and <u>https://shop.clickitgroup.com</u>.

The web is now where people go to find things and learn more before deciding to go a step further. People want to see first what you are before even considering going the next step. It is just the way this fast-paced world has developed, and the good news is that you can take full advantage of its power at a much lower cost than just a few years ago.

More specifically, because of plugin technologies and advanced platforms Click IT uses, your new website will be able to be just about anything you can imagine. And better yet, building it can be done at a low price compared to just a few years ago, where functional elements that made a website work had to be built using developers writing custom code.

5. Click IT Secure

See https://clickitsecure.com

The complete Click IT Secure solution will get your business or home fully protected from ransomware, cybercriminals and crime-ware for a reasonable price.

Recently, a ransomware virus shut down thousands of businesses across 150 countries and infected hundreds of thousands of computer networks, and it will happen again according to the experts. In recognizing this challenge, Click IT developed a comprehensive solution to data-vulnerability and is now offering it at an affordable and reasonable price to businesses and organizations nationwide.

The solution is a complete package which includes a hardware firewall, and other Click IT services. With Click IT Secure, a location is completely shielded and protected. Click IT Secure locks down your network and eliminates data vulnerability. It comprehensively and proactively protects a small business or home network.

For a quotation, try Click IT Secure's Price Calculator at <u>https://clickitsecure.com/cost-calculator</u>, which provides a price for a computer network's complete protection. It includes a Click IT firewall built especially for small businesses.

6. Click IT Phones

See https://clickitphones.com

Click IT VoIP phone systems are built with the features you need to communicate seamlessly, no matter where your people are located. Conduct productive face-to-face meetings even when you can't be in the same room using the IP Phone App.

Get complete mobile collaboration capabilities, including video conferencing and screen sharing. With the Click IT IP Phone mobile app, you can maintain seamless contact with your team from anywhere; complete with messaging, chatrooms, broadcasting, and conference calls. Get immediate access to all your call activity and see your business clearer than ever - from employee performance to marketing campaign impact.

Combine Voice with other Click IT products to impact growth exponentially. Collect data at every touchpoint, triggering powerful workflow automation, gaining insight everyone in your organization can leverage to build amazing relationships with your customers.

Go to <u>https://clickitphones.com</u> to learn more.

7. Click IT Stores

At our corporate store, Click IT sells a lot of desktop and laptop computers. We have been working to develop two online properties to help our future franchisees research equipment easily and fulfill their customers' orders for hardware. Because hardware has morphed into being essentially a commodity offered by many online stores and bricks-and-mortar retailers, prices have become very competitive. Our customers come to Click IT because of our added value we bring; where we make upgrading equipment easy. We transfer their data and software licenses, register their systems and deliver and set up their purchases in their home or business.

We have been developing two websites to accommodate the need of our future franchises: 1) <u>https://store.clickitcomputer.com</u> and 2) <u>https://clickitstores.com</u>. We expect to complete this development of our online store for the franchises before the first franchise opens.

There is much more. To learn about ALL of Click IT's products and service offered, visit <u>https://clickitgroup.com</u>.

SALES & MARKET DEVELOPMENT STRATEGY

Marketing Plan

Recently, the company signed a sales agreement with a very experience franchise broker, David Whalen. He is working with Motherboard to manage the sales process when selling to future franchise owners. To attract franchise owners, below is the marketing strategy to find leads:

1) Establish campaigns with lead sources at discounted prices.

- 2) Attend industry trade fairs. The next one is in Chicago in September 2019.
- 3) Drip email campaigns When a lead is captured, David Whalen follows up with a very skilled phone conversation.
- 4) A series of emails also begin to go out over the course of three weeks after initial contact from the interested party. Those emails contain tidbits of information to help during the contemplated engagement.
- 5) There's a call to action and the information is all tied directly in with a CRM so that the sales team is able to see if and when our leads are opening and reading those emails.



Recent Prospective Franchise Owners at Click IT

Sales Plan

Once a lead has been qualified as to the degree of interest and the capabilities of purchasing a franchise for the amount of money it will require, that lead is then turned over to Motherboard. Closing this new franchise owner then is the responsibility of Motherboard's personnel, but David assures that the process goes smoothly. There will be a "Discovery Day" invitation during which the FDD and FA are handed over to the prospect, once the final presentation is made. David's responsibility then is to stay on top of prospects where he works to guide the prospect to a successful conclusion. Buying a franchise for most is a big decision, so Click IT believes that the sales process is best handled by a professional who is well trained, as FBA brokers tend to be, with a track record of being successful at selling franchises.

Sales Process



COMPETITION

There are three types of franchises in the IT services category, and one main retail competitor. The key difference is 'management' provided by people you trust. Uniquely, as "Your Local I.T. Department", Click IT not only provides management but also a level of security unsurpassed by any competitor. Customers are gained mainly through building trust and becoming a part of a community.

Also, it should be noted that our company store has gained many customers merely because another service provider has failed.

For a complete and objective comparison of the Click IT franchise with others competing in the same categories, see <u>https://bestitfranchises.com</u>.

COMPETITIVE PROTECTION STRATEGY

Strategy: Our main strategy to maintain a competitive advantage is to stay ahead of the competition with better technology driven by dynamically driven systems. Drawing on our experiences running our corporate store since 2012, our competitors are generally small, and most often one- person "firms" Confidential Click IT Franchise Business Plan Page 15 | 19 that serve a dozen or so clients. A lot of laid-off technicians will hang a shingle and say they can help small businesses. But in reality, one person cannot provide consistent, high-quality service to a variety of clients all the time. Occasionally several clients will have a problem all at the same time, on a random day for instance. A one-man shop can't respond quickly to all of them, whereas at the Click IT corporate store, we have learned how technology and our team can address the concerns of dozens of customers all at once, which is one large reason why people hire us. Click IT also has professional collateral materials that do a great job explaining our services. Click IT's division of services also provides major advantages. For one, we have built strong relationships with vendors and have negotiated for better prices and service plans, which ultimately has benefited our customers. We are able to provide on-site service to clients who live and work in multiple locations. As Click IT franchises begin serving larger organizations, these companies are more likely to have an internal IT department. You could view them as competition but Click IT has found that they can be great allies. That's because Click IT can provide complementary skills to internal IT departments, helping them tackle major projects and maintain different parts of the company's IT infrastructure. Click IT's ability to provide a wide range of skills is key to our success

— and it's something that our franchisees will be able to offer on Day-One. For more information about our strategy for on-going competitive protection, see <u>https://clickitgroup.com/investor-relations</u>.

Intellectual Property

PORTFOLIO

Status	U.S. Patents	International Patents	Trademarks	Copyrights
Pending	0	0	0	24
Granted	0	0	1	0

Enterprise's Planned Protection of Future Intellectual Property: Copyrights, Trade Secrets, Trademarks

Executive Team

Our executive team consists of an experienced entrepreneur and a lawyer. We have also recently recruited an experienced franchise broker to lead the sales process. We are also currently seeking an EVP of Finance.



AL Harlow

President & CEO

https://www.linkedin.com/in/alharlow/

AL is a seasoned entrepreneur who has a proven track record of building shareholder value based on creative solutions to common problems. He has started and built from the ground up organizations supporting his creation of now hundreds of innovative products and services for a variety of both consumer and industrial markets. He has been the impetus of hundreds of jobs, and led, trained and nurtured many as Founder and President of over 10 start-ups inside a span of 30 years.



Robert Rosenfeld, Esq.

Executive Vice President, Legal

https://www.linkedin.com/in/robert-rosenfeld-06b23a47

Robert is our resident legal scholar who continuously revises our terms and conditions, watches over our organizational structure, and, uses his 44 years of experience in commercial, contract, financial, and, general business law to make sure we don't run afoul of regulatory agencies. He holds an LL.M. (Manitoba), has been a civil servant, magistrate, and, college professor.



David Whalen

Master Franchise Sales Representative

https://www.linkedin.com/in/davidwhalen2020/

David is a member of the Franchise Brokers Association. Before becoming a franchise consultant, David was a client. When David takes on a client, his focus starts with getting to know them, their goals and motives as well as their experience and long-term plans.



Christopher Fredrickson

Operations Manager – Stores

https://www.linkedin.com/in/christopher-fredrickson-73b667b0

Chris manages all day to day activities of the store, manages sales, employment and termination of employees, product ordering, etc. He is our example of an ideal franchise owner. He will be intricately involved in the training of new franchise owners.

Financial Projections

5 YEAR RUN	2019	2020	2021	2022	2023
Total Revenue	\$453,340	\$1,307,179	\$2,631,679	\$3,769,279	\$4,806,079
Operating Expenses	\$385,910	\$664,585	\$704,658	\$752,149	\$705,404
NET PROFIT	25,978	\$559,691	\$1,844,118	\$2,934,227	\$4,017,772



Description	E-O-Y '19	E-O-Y '20	E-O-Y '21	E-O-Y '22	E-O-Y '23	Totals
Number of Franchisees	12	36	60	84	108	108
Income from Franchise Fee						
Revenue from Sale of Franchise License	\$395,988	\$ 791,976	\$ 791,976	\$ 791,976	\$ 791,976	\$ 3,563,892
Revenue Rate on Franchise Sales						
Average Monthly Sales per Franchise	\$ 22,500	\$ 32,000	\$ 60,000	\$ 60,000	\$ 60,000	\$ 234,500
Monthly Revenue from Franchise Sales	\$ 15,900	\$ 432,300	\$1,756,800	\$2,894,400	\$3,931,200	\$ 9,030,600
Accumulated Revenue	\$453,340	\$1,307,179	\$2,631,679	\$3,769,279	\$4,806,079	\$ 12,967,556
Gross Revenue	\$411,888	\$1,224,276	\$2,548,776	\$3,686,376	\$4,723,176	\$12,594,492
Operating Expenses:						
Sales & Marketing	\$ 90,263	\$ 165,112	\$ 173,583	\$ 184,554	\$ 192,330	\$ 805,843
General & Administrative	\$176,078	\$ 303,794	\$ 319,380	\$ 339,565	\$ 353,873	\$ 1,492,691
Franchise Network Support	\$ 78,869	\$ 132,078	\$ 138,854	\$ 147,630	\$ 153,850	\$ 651,282
Depreciation/Amortization						
Total Operating Expenses	\$385,910	\$ 664,585	\$ 704,658	\$ 752,149	\$ 705,404	\$ 3,212,706
Gross Income	\$ 25,978	\$ 559,691	\$1,844,118	\$2,934,227	\$4,017,772	\$ 9,381,786

Assumptions: It is assumed that Motherboard will hire a Sales EVP, and Finance EVP, a Bookkeeper and two other administrative personnel for Motherboard, bringing our projected operating expense to \$50,545 per month.

Contact Information

Click IT Franchise

Company Store & Headquarters Located at:

16 S. Main Street, Suite A, P.O. Box 2 Chagrin Falls, OH 44022, United States

https://clickitfranchise.com

<u>Name</u>: AL Harlow <u>Phone</u>: 440-247-4998 ext. 3013 <u>Toll-Free</u>: 800-368-7416 <u>Email</u>: alharlow@clickitgroup.com

Final Notes:

- Forecasts in this document are projections and by no means a guarantee of performance.
- Please respect our privacy: Personal and business information is private and confidential.
- TERMS AND CONDITIONS APPLY. THIS IS NOT AN OFFER OR INTENDED TO BE A SOLICITATION FOR PURCHASE OF STOCK OR WARRANTS. FOR DETAILS, SEE <u>LEGAL</u>.