**1.0 Executive Summary**

The objective with this company is to bring two of the largest industries in the world together MLM/Online Casino. We will create a company that can sustain long term growth and viability by providing the consumer an enjoyable experience. In doing this we will be able to create substantial incomes for our distributors and larger than normal profits for the company. Creating a company that both MLM people and Gamblers want to be a part of will make our company attractive in the future for acquisition. Anyone can go online outside of the USA and gamble online. We will actually provide the opportunity to use word of mouth marketing to drive our customers to our casino. We will create a sales force that will be loyal and long standing for this company. By providing our customers and distributors the opportunity to have fun and make money by simply spreading the word about us, gives us a unique advantage in the casino world.

**1.1 Mission**

The mission is simple. Launch in 85 countries day one and create a sales force globally that is second to none. With the combination of gambling and MLM we have something very different than other MLM opportunities in the world. This will allow us to attract leaders from many countries who wish to make the move to a virtual program. By doing this we eliminate the need to spend the millions of dollars of infrastructure money that is required to build globally. In the past distributors have always been tasked with waiting for the company to open the next hot market. Because MLM people see no country boarders it is hard to keep teams who want to work together, together, because companies typically open new countries slowly. We will be open everywhere immediately which means MLM leaders no longer will have to wait on the company.

We will be the second company to venture into the MLM/Online Casino world. The first was 888.com in 2005. That company had a plan to go public in the last half of that year. They were approached about the MLM model and decided it would be a simple way to drive more revenue to the company prior to their public offering, thus making them a more attractive investment. The plan worked very well with them recruiting over 80,000 distributors in 2005. Their revenues increased and their stock did well. In 2005, there was not a lot of competition as there is today in the online casino world and the owners, while brilliant people did not understand MLM and decided to close that division down. Their reasoning was that by closing the MLM, they would no longer have to pay commissions to the distributors and they assumed the 80,000 people would still gamble on their website. Their rational was, this should further increase their revenue as they would now have the savings from not paying the distributors any longer. While the owners are brilliant businessmen, they failed to understand that the distributors loyalty stops when you stop paying them. 888 has continued on and stayed successful by being one of the top 5 companies in online gaming, but we believe they would be the number one company today, had they not made the wrong decision in closing their MLM division..

We believe that had the owners of 888 fully understood the value of the distributor, they would be the number one online casino in the world today. In our current market the average online casino spends between $250-$500 per head to attract a new player to their site. Each player has a lifetime value of $3,000. In the model that we are proposing, we can use the money the distributor pays the company for the right to join and earn commissions (participation fee) to pay their commissions. Since we are using their own money to reward them for bringing more people, we have no cost to attract them to our casino. Each new distributor is then required to gamble from $25-100 per month in order to stay eligible to earn commissions. If we only do as well as 888 did in their first and only year, we would have 80,000 distributors. If each distributor gambled on average $50 per month, our casino would be doing 4 million a month in revenue. This only considers if only our distributors gamble. Many will bring friends and family to the casino as well. Each distributor historically can influence 2.7 people. That means with 80,000 distributors influencing their 2.7 people, we should have over 200 thousand gamblers on the casino site each month. With the leader team we have already assembled to build the organization we believe we can do much better than 888. Had they truly recognized the power of this model, they would have become the company to follow. The fact that they did not understand it and the fact that we do, coupled with our having the original distributor team who built 888 already in place with our company, along with many other top marketers, will allow us to capture a large piece of the market in our first 12 months of business.

**1.2 Keys to success**

From the company side the keys to success are building a marketing plan that will drive MLM people to work hard and yet be very profitable to the company. Putting the right leaders in place who have the ability to move large numbers of people quickly into the company. By surrounding ourselves with the right leader teams and by having no restrictions on sponsoring worldwide, we will be able to capture larger than normal groups of people quickly. All of which will gamble monthly themselves as well as bring new customers to play online.

Most companies in the MLM world fail to recognize the simple thing that will cause people to spend money. **"Give the people what they want, instead of telling them what they need".** People are already spending billions of dollars per day on entertainment. We are simply giving them a new option and place at which they can and will spend their discretionary money each month. Couple that with the fact that on the MLM side they have the ability to gamble and get paid commissions because they simply told friends who played as well. It is a win, win!

We have brought on board the number one earning distributor from the 888 MLM and he has already been reassembling the original team who built their MLM organization. Couple that with multiple leaders from every major market in the world and we are poised to achieve record sales from day one. Companies rise and fall on leadership. We have been quietly recruiting top leaders for this project. We recognize and believe that we can make this a billion dollar plus per year business. Not only have we combined two of the biggest industries in the world but we now have the teams in place that once combined, will allow us to quickly rise to the very top both the MLM and the Online Casino world.

**2.0 Company Ownership**

The company is currently owned by 4 separate individuals with varying percentages of ownership.

Rick Maike and Angela Leonard 51%

Doyce Barnes 10%

Lorence Irvine 10%

Henry Martin 10%

Remaining 19% reserved for Investor group and key leaders who will help build the Global Network of distributors.

2.1 Company Start up Plan

The company will use a Multi Level Marketing (MLM) structure and combine it with an online casino. This will be accomplished by using MLM contacts that the owners currently have worldwide. The ownership group each have vast contacts of MLM distributors that they have worked with in prior ventures. The ownership team will use these contacts to bring their current networks of distributors from around the world to join the company for the opportunity to earn commissions. In order for them to earn commissions, they will help drive gamblers to the company's Casino. Each distributor will also be required to gamble in the casino each month personally in order to stay qualified to earn commissions. This not only drives revenue for the company but also drives further commissions within the compensation plan.

The MLM side will be handled in-house and will be run by owners who have over 60 years combined day to day operations experience corporately with MLM. The company will handle all processing of signups with our global MLM software. The company will handle all MLM payments both incoming and outgoing and will be responsible for all of the customer service for the MLM distributors. We have broken customer service into two locations worldwide to insure our teams have 24 hour customer service available. Our state of the art MLM software will allow us to work in multiple languages so that the ease of use for our foreign distributors will be in place day one.

Rather than spend the money to open our own casino it became the obvious choice in the beginning to form a strategic partnership with a company that already operates within the online casino world. By doing this we gain the experience and stability of a proven casino operator as well as reducing our cost to open operations. The online casino provider will do a turn-key private label casino with the games of our choice. This company handles all casino operations, processes all payments incoming and outgoing and handle all customer service for the casino. They will process all of the casino revenues and each month will give the company a share of the overall revenue of the casino. Based on our casino volume that percentage starts at 70% and can escalate to 85% for each month. The company will have access 24/7 to see the activity of our customers who are playing on the site and allow us to monitor winnings and losses. Because we are not handling the daily operations of the casino but rather being responsible for driving traffic to the casino, our provider takes all risk of losses.

**2.2 Company locations and facilities**

The company will be broken into 3 primary locations.

**Global MLM Operations:** While the network marketing company will be based in the USA we will not have a physical office in the beginning. We will utilize customer service representatives in multiple states who work from their homes. All of which have years of MLM experience. All shipping for USA customers will come from an outsource company in Minnesota. MLM software will be housed with our MLM software provider in Texas and the day to day operation will be in Kentucky. All operations will be overseen by Rick Maike and Angela Leonard.

**International MLM Customer Service:** This will be set up in the Philippines and run by Lorence Irvine. This office will oversee all of the Customer Service for the network marketing division outside of North America.

**Casino operations:** This will be set up with our Casino and Games Provider in the UK. The software is based in the Isle of Mann and customer service is set up in Malta and Gibraltar. This is a turn-key operation that is licensed in Malta and will run all day to day operations of the Casino side of the company.

**3.0 Product and services**

For all markets outside of the USA we will offer a online casino. Our players will have multiple games to play within this casino. We will feature Live Dealer games such as Blackjack, Baccarat, Roulette and others. We will also have other casino games such as slot machines. Currently we have over 500 games to choose from, from our current games provider but we will start with a more limited selection as not to confuse our players with too many choices.

 Currently online gaming is not allowed within the USA. Therefore for the USA market we will sell benefits packages to our MLM distributors. These packages will vary in price and in services. Items we sell will include credit repair, travel discounts, tax services, prescription discount cards as well as others.

The fact that the USA distributors cannot gamble does not prevent them from building sales organizations in other countries. Therefore the program is very attractive and potentially lucrative for them.

**4.0 Market summary**

The online casino business first came onto the scene in 1994. As more people worldwide have become wired, online casinos have continued to grow. According to the American gaming association 35 billion dollars is being bet annually online from 85 countries that have currently legalized gambling. The US congress is currently looking at new legislation that will allow online gaming in the USA. If passed the USA is projected to 10 billion per year by 2017. Once that occurs this company will already be positioned to take huge advantage of that because we will already have a large distributor base in the USA.

Multi Level Marketing industry is currently doing over 100 billion annually worldwide and is still growing. In 2012 there were 13 separate companies that exceeded 1 billion in sales each. In fact, each of the top 100 companies achieved sales greater than 75 million that year. The majority of these top companies are only doing business in 10 or fewer markets because of the difficulty in setting up infrastructure in so many markets.

**4.1 Target Markets**

Because this company is licensed for online gaming it will allow us to simultaneously open 85 countries day one. This gives us a strategic advantage over all of the typical MLM companies who need to open office and get approval to import products into each country. It also gives our distributors a chance to build organizations around the world without having to wait for the company to invest in local infrastructure. This will allow us to bring more distributors and customers faster than your typical company.

**4.2 Market needs**

The biggest challenge that all online casinos face is "how to get customers". The current industry average that a online casino must spend to acquire a new customer according to the igaming association is $250-$500 per customer . The lifetime value of that customer to the online casino is $3,000. With our business model we have figured out a way to lower that cost to acquire a customer to almost zero. Because we are using MLM we charge each distributor a fee to be able to earn commissions in the compensation plan. They must be a paid distributor to earn commissions plus bet a fixed amount monthly personally in the casino to continue to get commissions. In essence we are using the money they pay us to join the company to pay them commissions. Other than operational costs our product cost is zero.

**4.3 Industry analysis**

The online gaming world is growing daily as more people become wired. That means that the industry will continue to grow. Companies have to figure out new innovative ways to stay competitive and profitable. Getting new customers to their website is priority one. Because of the hassle of traveling, many people would rather play from the comfort of their own home or from their handheld smart phones. These same people want to play in a safe, fun establishment where they feel they will not be taken or cheated. That is where the MLM/Casino has an advantage over other online casinos. When people want any type of entertainment, whether it be a movie, restaurant or casino they ask their friends and family for a recommendation. Those same friends and family will recommend our casino because it gives them a chance to earn money from others. This is not available in the normal online casino environment. Our people get paid to send people to our casino and we are the only company using this model.

**4.4 Main Competitors**

There are many other online casinos in the market place. They can all be considered competition. However they all have the same problem which is finding ways to acquire new customers for a reasonable cost. Our company has solved the problem that others have not seen. We will be the only company at this time using MLM to build a global online casino. In the future I am sure that others will attempt to follow suit. However, our advantage is the fact that we already have the right MLM leaders in place as well as we will be first to the market. We will be able to acquire tens of thousands of customers quickly utilizing our MLM leaders current databases. This gives us a strategic advantage that will allow us to position ourselves as a market leader before other companies realize what we have done.

**5.0 Management Summary**

The company will be managed by an experienced group of people with over 60 years of MLM corporate experience. Our managers have been involved in all aspects of the industry from distributors, customer service, day to day operations, start ups, logistics, software and senior management on an international level.

**5.1 Management Team**

**Rick Maike President/CEO**

Rick has been involved in the Network Marketing (MLM) Industry for the past 25 years. He has been a successful distributor and has owned and operated two Network Marketing companies that have done over 100 Million each in sales. Building organizations around the world, Rick has spoken and trained in front of hundreds of thousands of people and loves to help people achieve a level of success they never thought possible.

**Phoenix Cookie Company** (Diet MLM) National Marketing Director (Distributor) Rick started as a regular distributor and continued to raise in rank until the company closed. At that time he had amassed a sales organization of 18,000 distributors who did 21 million in sales in only 14 months.

**Truly Special** (Gourmet Food MLM) Vice President Marketing . Rick was brought into the company to turn around flat sales. He developed a new style compensation plan and recruited some top industry leaders to help rebuild the company. Once the new plan was in place the company sales force added 23,000 new distributors and 16 million in sales in the first 4 months after the re-launch.

**Healing America : 1997-2010** Vice President/Founder 1997-2004, President/CEO 2004-2010 Nutritional MLM with a database of 104,000 distributors in North America. Company was sold in 2010 to Youngevity Inc. of California. Rick oversaw all marketing operations and field development. When not in the office he was on the road holding events for the field and developing leaders for the company. He oversaw the accounting department and all product supplier and logistic contract negotiations.

**Velocity International Marketing 2007-2011** President/CEO Co-Founder 2007-2011 International Nutritional MLM with a database of 62,000 distributors. Primarily in China-Malaysia-Singapore-Hong Kong -Taiwan-Indonesia-Cambodia-Thailand-Vietnam-Japan-Korea- UK and all of North America. Company was sold in 2011 to bHIP Global of Texas for the purpose of their expansion to SE Asia. Rick traveled throughout Asia helping the distributors build their business by attending events and training and motivating the teams. Developing relationships and bringing top field leaders to the company. He also oversaw the construction of all offices that were opened in these countries along with achieving licensing, product approvals and import permits required in each jurisdiction. By driving sales to over 100 million in just four years, Rick was able to make the company attractive for a buyout.

**bHIP Global 2011-Present** President Asia Pacific. Managing all marketing in SE Asia markets which were acquired from Velocity International. Malaysia-Singapore-Indonesia-Thailand-Cambodia-Vietnam- Philippines-Japan. bHIP Global is a privately held top 100 MLM company with annual sales that exceed 75 million per year. The Asia Pacific markets account for roughly 60% of bHIP's yearly sales. During 2011 he negotiated leases and oversaw the construction and opening of 6 new offices in 5 countries for the company. He also brought the company into compliance with all governmental agencies in each country. Rick has spent 200 days per year on average in SE Asia over the course of his relationship with the company continuing to build the distributor base in each market.

Rick was hired as the Expert Witness by Neways Corporation and Golden Gate Capital in their lawsuit against their former owner. (Neways v. Mower) This was the largest MLM lawsuit in history and was filed for over 500 million dollars. With his expert testimony they were able to get an injunction against Mower and a settlement in favor of Neways and Golden Gate Capital. Rick currently is a sought after speaker for MLM companies to do generic Training and Motivational talks worldwide. Most recently he was paid to travel to China to speak to the Leaders and Shareholders of UniOne Corp SDN BHD.

**Angela Leonard :Vice President Operations**

Angela draws on her background of designing benefit and compensation programs, as well as 19 years of corporate experience in Direct Sales. Her experience ranges from developing software to managing inventory, from data entry to customer service. Angela’s top priorities on a daily basis are serving associates and clients and ensuring that the commissions go out on time. She has served as director of operations for several international MLM companies and has simultaneously overseen all operations and staff in 14 countries around the world.

**Healing America : 1997-2010** Director of Operations/ Founder Nutritional MLM with database of 104,000 distributors in North America. Company was sold in 2010 to Youngevity Inc. of California. Angela oversaw all daily operations including, customer service, data entry, shipping, IT, distributor commissions and personnel departments. She was also responsible for planning and implementation of two major conventions per year, each year of operation as well as designing and building training programs to help educate the distributors to better utilize the companies online presence. She was the architect of the company software that tracked all sales and commissions. Once this software was created she worked with the software team to develop the first home version back office online in the MLM industry for distributors. This new feature changed the industry and helped shift it away from mail in and faxed in applications to a total online signup process. Healing America was the first company to pay their distributors daily and did so 7 days per week for its first 10 years of operations. All of this was done under her supervision.

**Velocity International Marketing 2007-2011** Director of Operations/ Co-Founder 2007-2011 International Nutritional MLM with a database of 62,000 distributors. Primarily in China-Malaysia-Singapore-Hong Kong -Taiwan-Indonesia-Cambodia-Thailand-Vietnam-Japan-Korea- UK and all of North America. Company was sold in 2011 to bHIP Global of Texas for the purpose of their expansion to SE Asia. Angela oversaw all daily operations including, customer service, data entry, shipping, IT, distributor commissions and personnel departments in all countries. With her partner in Asia on a regular basis, she served as total company administrator in his absence.

**bHIP Global 2011-Present** Director of Operations Asia Pacific. Managing operations for all markets in SE Asia which were acquired from Velocity International. Malaysia-Singapore-Indonesia-Thailand-Cambodia-Vietnam- Philippines-Japan. bHIP Global is a privately held top 100 MLM company with annual sales that exceed 75 million per year. The Asia Pacific markets account for roughly 60% of bHIP's yearly sales. Angela currently oversees all daily operations including, customer service, data entry, shipping, IT, distributor commissions and personnel departments in all countries. She travels to SE Asia yearly to do training for each offices staff to make sure they are current on any new systems implemented by the company. She also does live global trainings (webinars) for the distributors in all markets to keep them current with new products and services introduced by the company.

**Lorence Irvine : Vice President Asia**

Lorence’s qualifications can be summed up simply: He excels in all that he does and his record shows his ability to increase sales and profitability over the short and long term, in a variety of enterprises. He has a wide-range of successful experience in the multinational corporate world of direct selling. He is 2nd generation in Direct Sales and now with 42 years of successful experience in the direct-selling industry his focus is on health food supplements. He has consulted and has been an executive with many Asian MLM and Health Food Companies such as MDR, NaturScience, New Ways, Mannatech, AHN, Bioriginal Food and Sciences, Essentially Yours Industries, SITO Network, Coslab, MXB International, Unicity, EcoFirst Products BHD, CieAura LLC, Joy Life, AliveMax, AppCell Singapore, ForEverGreen and Zija to name a few recently. He has owned MLM companies in Korea, Hong Kong, Malaysia and the Philippines. His vast knowledge of MLM in Asia and his contacts make him an asset. Lorences’ key strengths are his creativity (to come up with new business building ideas) and people leadership skills.

**Doyce Barnes : Director of Sales North America**

Doyce has been a lifelong entrepreneur. A jeweler by trade for the past 47 years, Doyce has been successful in all of his endeavors including the restaurant business. Naturally MLM was an easy fit. For the past 25 years Doyce has been involved in MLM as a top distributor. He was one of the first people to earn one million dollars in commissions in a single year with International Loan Network. He was also the top distributor in American Benefits Plus/ Kalavida, Pat Robertson's MLM company. He later became a Regional Vice President (RVP Distributor title) in Excel Telecommunications with over 100,000 team members in his organization. He was later involved in Healing America and was a top 3 earner each of his eight years with the company. When the owners started their subsidiary Velocity International he became a founding distributor and traveled throughout the USA and Asia building his team to 45,000 people. When Velocity International sold he turned his sights on bHIP Global and took his existing team and continued to grow it. He was the first distributor to earn 25 thousand dollars per week within the company. In November 2012 he was recognized as a million dollar earner with bHIP in only 2 years. His most recent endeavor was with Bidxcel a new company in the Penny Auction business. In only four months he had the second largest team and had earned over 100 thousand dollars in commissions. With his organization spanning the globe, he is set to lead the field to the next level with this company.

**Henry Martin : Director of Sales Europe**

Henry has been involved in MLM for many years. He has been successful everywhere he has went reaching the top level of each company. In 2005, Henry was the number one earner with the only other global MLM/Casino company in history 888.com. He grew that company to over 80,000 distributors in 1 year. He and his brother William then turned their sights on Synergy Worldwide a nutritional MLM and have become the current number one earners in Europe. Currently he is the second highest earner within his main company, Enagic, a Japanese MLM water purification company. For each of the past 5 years he has been on the list of the top 100 earners worldwide in MLM. He is a sought after leader and trainer. While he is very well known in Europe his organization is far reaching and continues to grow around the world. Henry has currently been working with our company on marketing and strategy and will be bringing the top leaders who helped him build his 888.com organization here.

**Robb Flener : Comptroller**

Robb an accountant by trade has been involved on the corporate side of several successful MLM companies. He has the experience of managing payments at all levels of the company. His knowlege of both domestic and International business coupled with his experience in dealing with banks and banking matters worldwide make him a valuable asset to this team.

**6.0 Summary**

With our unique concept of combining MLM/Online Casino we will position ourselves to be a global leader in both the MLM and the Casino industry. This is a very good place to be. Currently in the Casino industry many acquisitions have occurred recently as large land based casinos and large online casinos have tried to acquire more market share by simply buying existing online casinos. Most recently Double Down was acquired by International Game Technology for 500 million dollars. The same thing has been occurring in the MLM industry. This puts the ownership and investors of this company in a good position as we potentially have companies from both of these industries who would be potential buyers should we decide to sell the company in the future.