www.alltalkshows.com

allsoapoperas.com

theALLcompany

TV Talk and Reality Programming….
Over 400 "ALL" Domain Names…..
Special Interest Publications…..
Novelty Merchandise…..

theALLcompany

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CONTENTS

I. EXECUTIVE SUMMARY

1.1 Mission

The **All Company** is a next generation, new media organization dedicated to becoming a leader in the Television Talk and Reality Production, Online Content/Commerce, Publications, and Merchandising arenas in the pre-convergence era. °The **All Company** will ultimately create a vast network of interrelated media and commerce properties in each of the aforementioned industries, which will rapidly produce a plethora of cross marketing channels which will spur the growth of the rest of the Company s conceived holdings, positioning the company as a 21st century multi-industry, post-convergence powerhouse.°

1.2 Company Overview

Incorporated in Delaware in 1999 and headquartered in New York, The **All Company**, Inc. has secured in excess of $300,000 in seed capital and is currently in the process of securing its Series A round of financing, which will allow the Company to launch a strategy that will give rise to a formidable media conglomerate. The ultimate result of our vision will yield the first true one-stop destination for entertainment, content, commerce, and interactivity, all of which will be under the control and direction of **The All Company.**

The **All Company** will enter into TV Talk Show and Reality Show based production, launch many web portals on the Internet, and participate in the lucrative fields of print and merchandising. Utilizing the vast experience of its Board of Directors and Management Team, the Company's TV production and printed publications division will both complement the Company's Internet initiative, and generate additional substantial revenues, both in the interim and throughout the life of the **All Company**. The first web sites will be devoted to talk shows, soap operas, and reality based TV. The Company's business model will allow them to eventually own many Internet sites utilizing the "ALL" concept. Advertisers, direct marketers, and merchants will have a direct link to the audience they want to reach. There will be continual growth as the All Company branches out in to other categories with its over 400 "ALL" Domain Names.

1.3   Growth Strategy

The **All Company's** growth strategy is currently set as a three-stage initiative that will culminate within five years.

The first stage will include hiring additional key management, filling out the Board of Directors, and securing the vital partnerships required to enter into TV production and launch our three initial web properties.   This stage will include the launching of alltalkshows.com, allsoapoperas.com, and allrealityshows.com, which will be the first three websites launched within the All Network.

In the second phase, the Company will expand its internal production company to create additional original Talk Show, Reality TV , and Documentary oriented programming, and launch a new website designed for the early stages of Internet Television convergence and broadband users. The e-commerce revenue models will be expanded. Finally, management will examine the feasibility of severing the partnership with their D2CSP content and fulfillment partner in order to launch the direct-to-consumer operation.

This phase will also mark the beginning of the diversified All network strategy. Management will begin to leverage the over 400 domain names currently owned by the **All Company** in order to establish the vast branded network of company owned Internet properties beginning with All.   The Company will ensure stability during this period of exponential growth by maintaining a steadfast commitment to introducing sites with the most compelling niche content and largest audiences first; in this way the company will increase its appeal, stickiness, and revenue streams in a profitable manner.

In the third phase management will direct its attention towards vertically integrating the various remaining operations that were previously outsourced to strategic partners, and terminating their syndication agreements so they will be able to broadcast their own original programming via their branded web properties. The Company believes that their Network of domain names will have become valuable, revenue generating enterprises that will ultimately position the company for an initial public offering or acquisition. **Importantly, management will offer third parties the ability to own their own franchise in the AllCompany network by aquiring a site or sub-site under the "All" name**.   For example, we could franchise out all of the websites related to All_____Business, such as AllNewYorkBusiness, AllCaliforniaBusiness, and AllFloridaBusiness. Similarly, we could franchise out all websites related to All _____ Guide, such as AllGeorgiaGuide, AllTexasGuide, and AllFloridaGuide.

1.4 The Market

The **All Company** will operate in the following industries:

- ❏   Television Production
- ❏   Internet
- ❏   Publications
- ❏   Merchandising/Product Sales

Target Market

Although The **All Company** will be operating in several distinct industries, our primary consumer target market profile is uniquely homogenous. Generally defined as men and women between the ages of 16 and 65, our target consumer market can be further classified as those people in this demographic that have Internet access, have household incomes in the range of $25-100,000, and are viewers of Talk Shows, Soap Operas, Reality-based Programming, and Home Shopping programming. Our target market is also comprised of avid catalog shoppers and coupon clippers; each of the aforementioned characteristics of our target market will collectively yield numerous revenue generating opportunities for The Company.

Talk Show and Reality-based Television Market

The **All Company** firmly believes that the market is open as never before for novel talk show and reality-based programming. Hits such as Ricki Lake, Oprah, Jerry Springer, The View, Sally, Survivor, Temptation Island, Fear Factor, The Great Race, and Real Word have primed the appetite of the Television viewing audience for increasingly more edgy and controversial programming. The **All Company** is also the beneficiary of numerous industry relationships derived from highly acclaimed successes that will facilitate the success of this division. The **All Company's** Production team is finely tuned in to the demands of the audience and is currently developing several compelling and provocative programs that are sure to be fan favorites in the Reality and Talk Show genres, which boast average daily viewers of over 35 million Americans according to Nielson ratings.

The Internet Market

The U.S. Internet population is continuing to grow at an enormous rate. In 1999, 81 million Americans surfed the Internet; this number is expected to grow to 177 million by 2003. On a global basis, the number will increase from 142 million in 1999 to 502 million by 2003, while global e-commerce spending is expected to rise from $111 billion in 1999 to $1.3 trillion in 2003.

Specialty Print Publications Market

The specialty print publications market is currently very strong, as there are hundreds of magazines devoted to a narrow subject or targeted at a specific demographic. As reality-based programming and talk shows have become among the most popular formats in television history, there will undoubtedly be a following of people who would be willing to subscribe to learn more about their favorite television programs and be updated on upcoming shows.

Home Shopping Market

The **All Company** will offer many products to its customer base that fall within the category of direct marketing products, which are typically found in catalogs, novelty stores, and such programs as the Home Shopping Network, QVC, and Value Vision. The consumer direct market, is rapidly growing, highly successful, and is generating billions of dollars each year among the three largest operators in the space. Moreover, a new study by The Peppers and Rogers Group and Institute for the Future predicts that the Consumer Direct (CD) channel will generate one of the largest scale shifts in economic history accounting for 12 percent of all U.S. retail sales by 2010 As a result, by 2010 the Consumer Direct channel is likely to affect more than 24 percent of all US retail sales.

1.4   Website Description

Our initial three websites (AllTalkShows.com, AllSoapOperas.com, and AllRealityShows.com) will all follow a very similar format and will be the one-stop destination for anyone interested in learning more about their favorite shows or the industry. The websites will include the following features:

- ❑ Talk Show/Reality Show/Soap Opera related merchandise
- ❑ Direct-to-Consumer Goods
- ❑ TV Companion (Quizzes, Polls, and Promotions)
- ❑ Contests and Promotions
- ❑ Chats
- ❑ Message Boards
- ❑ Video Clips
- ❑ Guest Updates and Chats
- ❑ Links
- ❑ Direct Show Interaction

1.5 Revenue Model

The **All Company** will have a variety of revenue streams including the following:

- ❑ Television Program Production
- ❑ Magazine Sales
- ❑ Advertising Sales
- ❑ Production/Publishing Content Syndication
- ❑ Network Marketing
- ❑ Data Mining
- ❑ Direct To Consumer Streamed Programming
- ❑ E-Commerce
- ❑ Bulk Discount Sales

1.7 Financial Summary

The All Company	Year 1	Year 2	Year 3	Year 4	Year 5
E-commerce Revenues	$1,230,000	$3,390,000	$7,770,000	$16,980,000	$48,100,000
Advertising Sales Revenues	$72,000	$216,000	$720,000	$2,160,000	$5,040,000
Membership List Sales Revenues	$14,004	$49,000	$126,000	$336,000	$840,000
Publication Revenues	$1,512,000	$5,376,000	$10,752,000	$18,816,000	$28,224,000
TV Program Production Revenues	$1,500,000	$3,000,000	$4,500,000	$4,500,000	$4,500,000
Network Marketing Revenues		$510,000	$2,550,000	$7,650,000	$15,300,000
Total Sales	**$4,328,004**	**$12,541,000**	**$26,418,000**	**$50,442,000**	**$102,004,000**
Cost of Sales	$1,662,798	$4,094,000	$5,716,400	$8,443,600	$16,546,000
Sales & Marketing Costs	$3,000,000	$5,000,000	$10,000,000	$20,000,000	$30,000,000
General & Administrative Costs	$3,510,519	$3,215,119	$5,238,519	$7,354,500	$10,736,500
Net Income before Taxes	**($3,845,313)**	**$231,881**	**$5,463,081**	**$14,643,900**	**$44,721,500**
Taxes on Income	$0	$92,752	$2,185,232	$5,857,560	$17,888,600
Net Income After Taxes	**($3,845,313)**	**$139,129**	**$3,277,849**	**$8,786,340**	**$26,832,900**

II. OVERVIEW

2.1 Background

The **All Company** will be participating in several distinct, yet interrelated industries that are currently in the midst of a revolution tantamount to the period of time at the beginning of the 20th century commonly known as the Industrial Revolution.   Indeed, the new Technological Revolution of the 21 st Century promises to yield significant change to nearly every facet of both business methodology and everyday life.

The most recognizable product of the Technological Revolution to date is undoubtedly the advent of the Internet, which will play a central role in The **All Company's** strategy and daily operations. Specifically, the Internet has spawned the concept commonly known as convergence, which generally refers to the theory (which is now an indisputable certainty) that mainstream media, such as Print, Radio, and Television will soon be delivered via the Internet, as opposed to the current broadcast and cable delivery systems that have been in place for approximately 100 and 30 years, respectively.

In addition to the rapidly changing delivery methods of content, the content itself is of the utmost importance to the Company, which will generate the vast majority of its projected revenues by leveraging compelling content into a large customer base (both online and offline), which will then be translated into e-commerce, advertising, and other revenue streams defined throughout this document. The most relevant trend that the Company will capitalize upon is the strong movement towards the Talk Show format, and most recently, the Reality format in television production. As defined in the ensuing sections of this plan, the All Company will implement a novel approach in this, the pre-convergence era, to melding compelling content both online and offline, in order to build and subsequently capitalize upon the window of opportunity that has recently presented itself for a new media conglomerate.

As the dust settles from the collapse of these myriad content, e-commerce, and Internet portal web sites, a host of invaluable lessons have become self-evident rules of the new economy. First, economic vitality in the pre-convergence era cannot be attained through advertising sales alone. The second rule subscribed to by the company is that a company cannot survive (save a select few) as a standalone traditional B2C e-commerce enterprise. We also believe that portal sites, such as Yahoo!, and Internet Service Providers such as AOL, have to this point ignored the needs of the online community and have, therefore, alienated millions of current and would be customers by presenting their content and e-commerce options in a way that is confusing to the average Internet user of today (and even more so to the vast majority of those soon to go online). In the end, it seems apparent that there exits a large, yet silent demand for a simple, yet rich all-encompassing entity to fill this void.

We also believe that an Internet company s e-commerce model must also reach far beyond traditional linear thinking by utilizing mainstream, targeted content that fully exploits its user base via diverse revenue streams. For example, it is now apparent that a music-oriented site targeted at generations X and Y cannot survive by simply selling CDs, MP3s, T-shirts, and music tickets. By doing so, such a site ignores the bevy of shared interests of people in that demographic, while subsequently relinquishing would be revenues to other more specialized web sites. In order to both attain and maintain market share, profitability, and overall success, an Internet company must fully exploit the plethora of demographic, psychographic, and economic data located in its system in order to develop comprehensive product and service lines.

2.2 Company Description

Incorporated in Delaware in 1999 and Headquartered in New York, The **All Company**, Inc. has secured in excess of $300,000 in seed capital and is currently in the process of securing its Series A round of financing, which will allow the Company to launch a novel strategy that will give rise to a formidable media conglomerate. The ultimate result of our vision, however, will yield the first true one-stop destination for entertainment, content, commerce, and interactivity, all of which will be under the control and direction of The **All Company**.

The **All Company** will initiate operations with the following four divisions:

- ❑ Television Production
- ❑ Internet
- ❑ Publications
- ❑ Merchandising/Product Sales

The Television Production Division will be led by Emmy award winning Producer Rose Mary Henri, and will target the Talk Show and Reality Television segments of the television syndication, cable, and network industry. Ms. Henri s extensive pre-existing industry relationships and multiple successes in the field will allow the Company to immediately delve into this highly lucrative industry with instant credibility. Moreover, Ms. Henri and her team already developed several provocative treatments that the Company anticipates will be sold to the TV industry and become big hits , and each is reserved explicitly for The **All Company**. Therefore, upon capitalization the Company will immediately enter this market poised for profitably.

The **All Company's** Publishing Division will be inherently tied to our Internet initiative, both of which will be headed up by CEO Bill Liblick, who has held a number of key roles in the publishing industry, including the successful leadership of a chain of weekly newspapers. Mr. Liblick has also developed many key industry relationships, as well as a celebrity status having appeared on over 300 talk shows and been the subject of a Wall Street Journal Article and a Dateline NBC feature. It is currently conceived that the two divisions will collaborate on developing and marketing related properties, in order to forge a powerful brick and mortar strategy that will leverage spiral marketing opportunities, joint sales initiatives and merchandising which will form the core of our New Media strategy.

For example, The **All Company** currently anticipates that it will launch its Talk Show (and Reality Programming) publication and websites (alltalkshows.com, allsoapoperas.com, and allrealityshows.com) simultaneously. This dual presence, both online and offline, will foster the growth of each property in a number of ways. First, by making our content easily accessible to Internet users and the not-so-net-savvy alike, we will attract rather than alienate potential customers. Second, each property will lend exposure and credibility to the other, which will lead to increased magazine sales (alltalkshows.com, allrealityshows.com, and allsoapoperas.com will ardently promote its magazine within the site), and the magazine will undoubtedly and dramatically increase the number of unique users that visit the site each month. Third, our sales staff will be able to solicit both of the related properties to each prospective advertiser simultaneously, which will increase our revenues without significantly affecting our costs. As The **All Company** expands, it will be able to exponentially increase the effectiveness of these strategies as each of the Company s over 400 domain names (each of which begins with all) will spawn a magazine counterpart, and the Company can utilize advanced profiling technology to ascertain the tastes of each individual user, which will allow the company to utilize web sites and publications that are not necessarily directly correlated to each other in order to promote other **All Company** properties.

As each of these sites are introduced, The **All Company** will be able to generate substantial revenues from e-commerce, which will consist of merchandising (initially talk show, soap opera, and reality show related), referral fees from product sales (such as links to Amazon.com for Oprah Winfrey s book recommendations), Online Network Marketing, and streamed infomercials (which the Company has labeled Direct-to-Consumer Streamed Programming or D2CSP) from our web sites.

The company chose the talk show, soap opera, and reality show content genres as our entry point into the Internet for several important reasons.

- ❑ Little or no competition in these genres
- ❑ Large, active, and loyal audiences
- ❑ Pre-established industry relationships
- ❑ Socially and economically homogeneous
- ❑ No pre-existing Internet brand loyalties
- ❑ Most in this group find the Internet confusing and/or intimidating

These aforementioned characteristics will lend themselves to an array of traditional and unique revenue streams, which will include:

- ❑ Advertising
- ❑ Apparel and novelty goods
- ❑ Catalogs
- ❑ Couponing
- ❑ Direct-to-Consumer Programming (i.e. Home Shopping and Infomericals Online)
- ❑ Network Marketing (MLM)

The primary purpose in securing and utilizing the all strategy is to produce a network of company controlled, content driven, easily navigated templates that cover a substantial range of subject matter whereby our online network becomes the average Internet user s entire web experience. Ultimately, as this goal becomes closer to a reality, The **All Company** will control a substantial percentage of all e-commerce revenues generated on the Internet as our users will have ever-decreasing reasons to leave the site.

III. BUSINESS/GROWTH STRATEGY

3.1 Phase I (Launch)

Upon further capitalization, The **All Company** will commence its first phase of operations, which will include hiring additional key management, filling out the Board of Directors, and securing the vital partnerships required to launch our three initial web properties. We anticipate a very short development period that will spawn our hard launch within 3 months from completing this first round of Institutional financing. This short journey to inception will be accomplished via strategic partnerships, existing relationships of our management team, and our general phase one strategy of partnering with existing companies to provide content, commerce, and technology whenever possible.

This stage will include launching alltalkshows.com, allsoapoperas.com, and allrealityshows.com, which will be the first sites launched within the All Network. The launching of these three initial websites will be complemented with the simultaneous entrance into talk and reality programming. During this first phase, our team will also launch the talk show and reality magazine, which will most likely be labeled All Talk and Reality . We will quickly expand our internal production company to create additional original Reality TV , Talk Show , and Documentary oriented programming (initially for syndication and cable). We also anticipate having the capability to launch one additional site each month after the initial steps in phase one have been completed.

This phase will last approximately 12 to 18 months and will serve to provide proof-of-concept for the company in a highly cost-effective manner, as well as time to position the company to enter the second phase.

3.2 Phase II (Growth)

Once we have achieved the goals set forth in our phase one strategy, The **All Company** will aggressively implement phase two of the growth strategy. The milestones that were set forth in phase one will have provided the company with brand recognition, superior e-commerce models, and a large, active user base. In this phase, we will launch a new web site designed for the early stages of Internet/Television convergence and broadband users. We will expand our e-commerce revenue models. Finally, we will examine the feasibility of severing the partnership with our D2CSP content and fulfillment partner in order to launch our own direct-to-consumer operation.

This phase will also mark the beginning of our diversified All network strategy. We will begin to leverage the over 400 domain names currently owned by the **All Company** in order to establish the vast branded network of company owned Internet properties beginning with All. We will ensure stability during this period of exponential growth by maintaining a steadfast commitment to introducing sites with the most compelling niche content and largest audiences first; in this way the company will increase its appeal, stickiness, and revenue streams in a profitable manner.

Specifically, we project that our expansion efforts will lead to the inception of the following All Company properties during the second phase of Growth:

- ❑ Hobby Sites (e.g. allartsandcrafts.com, allhomeimprovements.com)
- ❑ Business Sites (e.g. allnewyorkbusiness.com)
- ❑ State Guides (e.g. allcaliforniaguide.com,)
- ❑ Food Sites (e.g. allcuisine.com, alldieting.com, allspecialtyfoods, allentertaining.com)
- ❑ Help Sites (e.g. alllegalhelp.com, allcomputerhelp.com, allfinancialhelp.com)

These three categories have in common the most desirable attributes from the company s perspective. First, they will appeal to large, yet definable markets which are a quality that will appeal to our advertisers and dramatically increase our revenues. Second, the majority of the content that will be required to entice our users to the site will be readily available and supplied by sponsors, individuals users, and advertisers. Lastly, each of these sites could be easily transformed into a printed publication that would generate additional revenue for the company.

We project the second phase of operations will commence during the second year of operations, and will culminate with the onset of phase three by the beginning of year four.

3.3 Phase III (Vertical Integration/Exit)

The third phase of The **All Company's** strategy will begin upon satisfactory market penetration of Internet/Television convergence (whereby a significant portion of our target market is receiving their television content via the Internet). At this time, we will direct our attention towards vertically integrating the various remaining operations that were previously outsourced to strategic partners, and terminating our syndication agreements so we will be able to broadcast our own original programming via our branded web properties. We also believe that our Network of domain names will have become valuable, revenue generating enterprises that will ultimately position the company for an initial public offering or acquisition. **Importantly, we will offer third parties the ability to own their own franchise in the AllCompany network by acquiring a site or sub-site under the "All" name**. For example, we could franchise out all of the websites related to All_____Business, such as AllNewYorkBusiness, AllCaliforniaBusiness, and AllFloridaBusiness. Similarly, we could franchise all of the websites related to All_____Guide, such as AllNewYorkGuide and AllCaliforniaGuide.

IV. MANAGEMENT TEAM

4.1 Management

Bill Liblick, Chairman of the Board, and President

Bill is a seasoned journalist, having run a chain of weekly newspapers, where he oversaw editorial, sales, and production staffs. Mr. Liblick also has an extensive background in public relations, advertising, and marketing. He was the founder of Ovation Public Relations and Publicity Inc., servicing small cap companies and political campaigns. Mr. Liblick also hosted a daily radio show. He has served on the board of directors of many cultural, civic, and charitable organizations. Mr. Liblick holds a dual BA in Political Science/Sociology and Journalism/Media. Television viewers know him from his over 300 talk show appearances. He has been featured on the front page of *The Wall Street Journal*, *Dateline NBC*, *New York Magazine*, and by every other major news outlet and talk show. Millions know Bill as the Judge on *Ricki Lake*, where he delivered her highest ratings. Mr. Liblick also appeared on the ABC sitcom *Maybe This Time*, and has been named The Spokesman of the People by the media. Most recently, Mr. Liblick made a successful return to the *Ricki Lake Show* as a feared and revered Drill Sergeant.

Dr. Robert Reiss, Chief Operating Officer

Dr. Reiss is a renowned lecturer on time management, stress reduction, and health related issues. He currently manages Bronx Office Support, a multi million-dollar management company for medical practices. Dr. Reiss oversees a staff of 150. He served in a similar capacity for New York Total Health Care Management. The New York Chiropractic Council named Dr. Reiss Chiropractor of the Year in 1996. He has been district representative and Executive Officer of the Council for the past 8 years. Dr. Reiss served as Chairman of New York State s most successful Chiropractic Convention. His philosophy that the success of any project is dependent on the communication amongst team members, and his wide range of managerial experience will be a big asset to the Company.

Rose Mary Henri, Vice President Production

Rose Mary is respected and regarded as an authority on talk. She served as Executive Producer on Sally Jessy Raphael, delivering her highest ratings. She was the head of the cable network NEWSTALK, Executive Producer for Lifetime Television, Jackie Mason, and many other popular television talk shows. Besides developing talk shows, Ms. Henri most recently was Vice President of International Reality Programming for Universal. Her insight and contacts will be a valuable asset to the Company. She is the recipient of two Emmys, among many other awards.

Derek Alger, Executive Editorial Editor

Derek is a seasoned journalist and writer spending over 20 years in the business. Mr. Alger held the position of Editor In Chief for a chain of weekly newspapers. His responsibilities included writing news articles and overseeing the editorial staff. Mr. Alger is also a frequent contributor to several daily newspapers including *New York Newsday*, and has written news and feature articles for several popular websites including, TomPaine.com, HistoryNewsNetwork.org, and PifMagazine.com. He is a graduate of New York University and has an MFA in fiction writing from Columbia University.

Ira Seidenfrau, Director of Strategic Communications

Mr. Seidenfrau will bring his vast background in computer science, communications, and networking to the Company. Mr. Seidenfrau will oversee all of the interactive properties of the Company, including all e-commerce and technological development. He will be responsible for the membership, chat, message boards, surveys, and will work closely with our outside vendors. Mr. Seidenfrau will also oversee the synergies of interaction in the Company's print and TV properties.

Timothy Lempke, Advertising and Marketing Director

Has spent over sixteen years in advertising and publishing. Most recently Mr. Lempke serves as Marketing Director for a major national magazine.

4.2 Board of Directors

- Bill Liblick, Chairman of the Board and President
- Dr. Robert Reiss, Chief Operating Officer
- Rose Mary Henri, Vice President Production

Keith Klein, Vice President

Keith will bring his vast knowledge in advertising, public relations, and marketing to the Company. He is regarded as an authority in promoting and representing consumer and lifestyle products. Mr. Klein is a partner in MSA Advertising & Public Relations. His firm s roster of well-known clients includes Brother Electronics, Sharp Watches, and HIP Health Plans. They bill out over $50 million annually. The company's Internet division represents many financial, entertainment, and lifestyle companies. Prior to his present position, he headed the company's public relations division. Mr. Klein also headed the communications division for one of America's largest wine and spirit distributors, Charmer Industries. He was also vice president and director of advertising for a leading wine and liquor trade publication, *Beverage Market*. Mr. Klein also served as Vice President of Public Relations for Samuel Krasney Associates, a publicity firm specializing in lifestyle products.

David Keisman, Board Member

David has spent his entire professional life in business, publishing, government, and as a highly regarded political consultant. He is presently President of Northeast Bronx Printing and Graphics and Co-Publisher of a chain of weekly newspapers in New York City. Among his publications is *The Bronx Times Reporter*, the largest circulated newspaper in the Bronx. Mr. Keisman also served as publisher of the *Queens Tribune*, with nine editions. He was responsible for the daily and financial operations of the largest and most profitable property of publicly traded News Communications. He was also a partner in the highly respected marketing firm Michael Corey Associates.

Ruth Shanske, Board Member

Ruth is Chairman of the Board of webapplets.com, a firm specializing in applets for the Internet. These include but are not limited to chat, message boards, and scripts for web sites. Mrs. Shanske is also a faculty member for The New York City Board of Education.

Allen Eckers, Board Member

Allen Eckers is Chairman of SME Enterprises, a firm specializing in web design. Mr. Eckers has over 25 years experience in Computers. Chase Manhattan Bank has employed him since 1980, where his duties included Technology Manager for SDM Systems, Performance Specialist, Systems Architect, Network Designer, Technology Planner, Manager of Network Systems Programming, and Network and MUS Programmer. He also served as Systems Programmer Operations Analyst for Brooklyn Union Gas, and Programmer for Sperry Rand Corp. His vast computer knowledge will be a big asset to the Company. Mr. Ecker s holds a Master of Science and Bachelor of Science Degree in Computer Science.

Dr. Gary Novetsky, Board Member

Dr. Novetsky has vast experience in private placements and various startup companies. He is Vice Chairman of Radiology at Rush North Shore Medical Center in Illinois. Dr. Novetsky is a partner in the North Shore MRI/CT Centre, and President of its Medical Staff. He is involved in numerous venture capital projects, and has extensive business experience.

V. THE MARKET

5.1 Overview

The **All Company** will operate in the following industries:

- ❑ Production
- ❑ The Internet
- ❑ Publication
- ❑ Merchandising/Product Sales

5.2 Target Market

Although The **All Company** will be operating in several distinct industries, our primary consumer target market profile is uniquely homogenous. Generally defined as men and women between the ages of 16 and 65, our target consumer market can be further classified as those people in this demographic that have Internet access, have household incomes in the range of $40-75,000, and are viewers of Talk Shows, Soap Operas, Reality Shows, and Home Shopping programming. Our target market is also comprised of avid catalog shoppers and coupon clippers; each of the aforementioned characteristics of our target market will collectively yield numerous revenue generating opportunities for The Company.
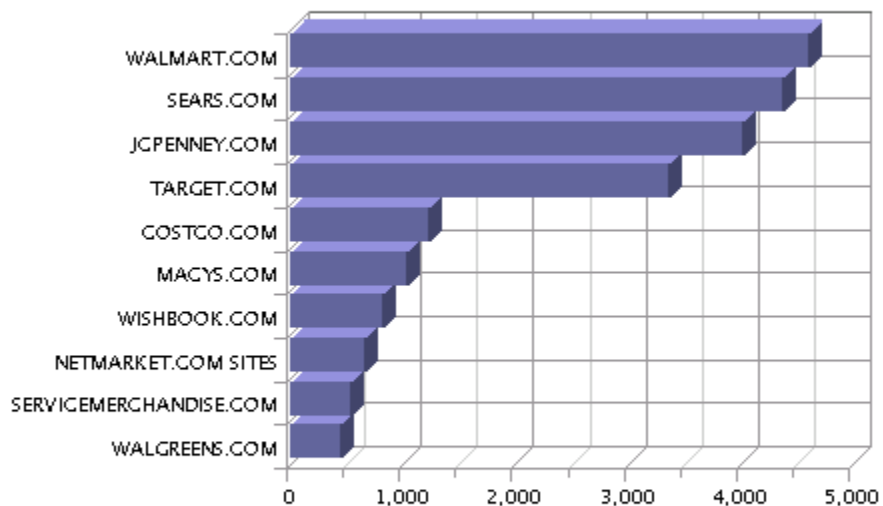
5.3 The Internet Market

The U.S. Internet population is continuing to grow at an enormous rate. In 1999, 81 million Americans surfed the Internet; this number is expected to grow to 177 million by 2003. On a global basis, the number will increase from 142 million in 1999 to 502 million by 2003, while global e-commerce spending is expected to rise from $111 billion in 1999 to $1.3 trillion in 2003.

Within the general Internet space, there are several very positive indicators that our target market is large and active:

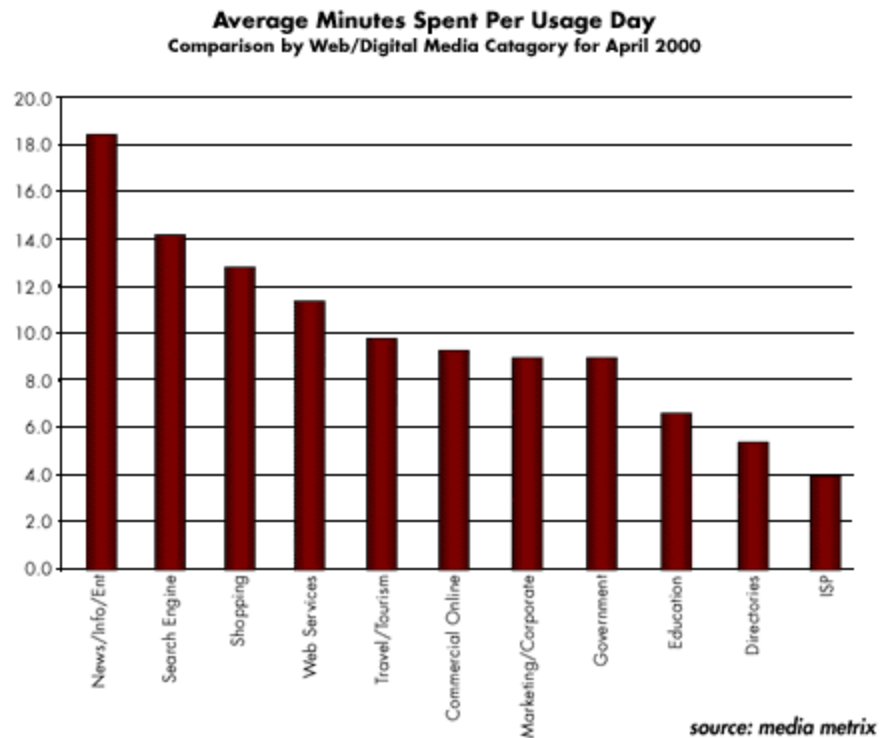|	Share of US Web Population By Income					
Percent	Under $25K	$25-40K	$40-60K	$60-75K	$75-100K	$100K +
June 1999	7.9	16.2	28.3	13.0	14.8	19.7
June 2000	9.7	18.7	27.3	12.7	13.8	17.9
Source: Media Metrix						

The All Company believes that our cost-conscious target customer base is responsible for the success of the top 5 rated department store sites, all of which appeal directly to their demographic and economic profiles:

Top 10 Department Store Sites -- Total Department Stores
Universe 14.4 Million Unique Visitors

source: media metrix

The All Company will benefit by operating in the most active sector of the Internet:

Average Minutes Spent Per Usage Day
Comparison by Web/Digital Media Catagory for April 2000

source: media metrix

Our target demographic groups hold four out of the top five positions in Internet access:

Age/Gender Demographics in May 1999 and May 2000

□ May 1999
■ May 2000

source: media metrix
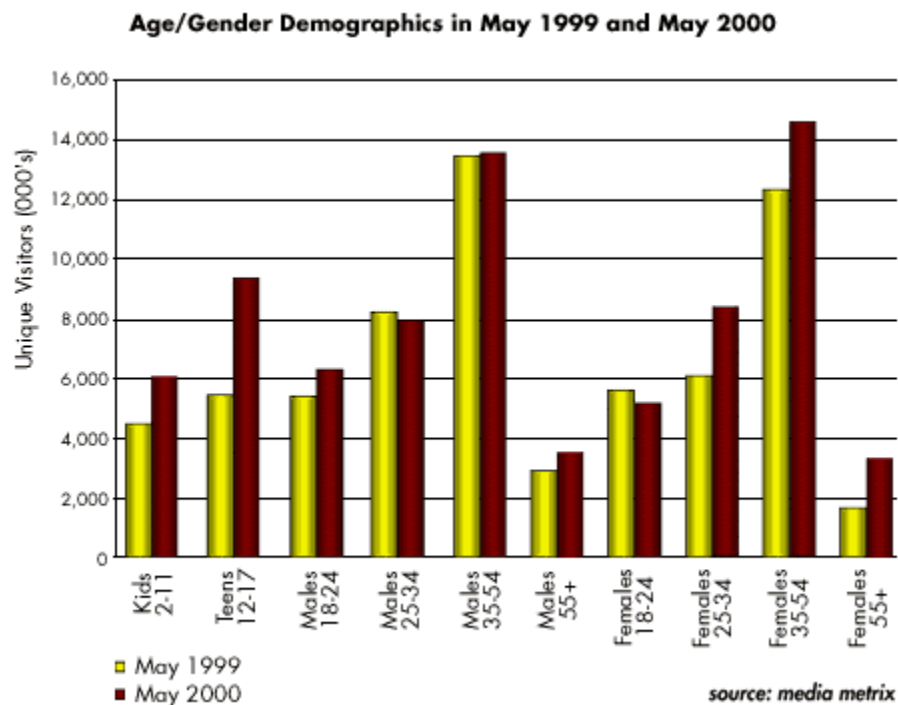
5.4   Television Production Market

The Television production market is a highly competitive space in which success is primarily based on three concerns:

1. **Timing**
2. **Relationships**
3. **Quality**

In terms of timing, the company firmly believes that the market is open as never before for novel reality and talk show programming. Hits such as Survivor, Temptation Island, Jerry Springer, and Oprah have primed the appetite of the Television viewing audience for increasingly more edgy and controversial programming. The **All Company** is also the beneficiary of numerous industry relationships derived from highly acclaimed successes that will facilitate the success of this division. The **All Company's** Production team is finely tuned in to the demands of the audience and is currently developing several compelling and provocative programs that are sure to be fan favorites in the Reality and Talk Show genres, which boast average daily viewers of over 35 million Americans according to Nielson ratings.

5.5 Home Shopping Market

The Home Shopping Market, or consumer direct market, is rapidly growing, highly successful, and is generating billions of dollars each year among the three largest operators in the space (Home Shopping Network, QVC, and Value Vision). Moreover, a new study by The Peppers and Rogers Group and Institute for the Future predicts that the Consumer Direct (CD) channel will generate one of the largest scale shifts in economic history accounting for 12 percent of all U.S. retail sales by 2010 As a result, by 2010 the Consumer Direct channel is likely to affect more than 24 percent of all US retail sales.

This encouraging report becomes monumental when the fact that 57.9% of The Home Shopping Network s and 62.1% of QVC s audience is 25-54 years of age is taken into account.

Additional evidence suggests that our D2CSP revenue model is perfectly suited for our target market:

- ❑ Eighty-three percent of U.S. consumers made a purchase through direct-to-home shopping channels during 1999, and 25 percent of this group bought products online.

- ❑ Two out of five people who watch home shopping programs have made a purchase, according to research by the Aragon Consulting Group.

- ❑ Television-shopping consumers frequently are married and between 35 and 54 years old. Of households with incomes between $50,000 and $75,000, 57 percent of the people who watched a television-shopping channel made a purchase, and are repeat customers.

- ❑ In many cases, relevant personalities promote their own products on the home shopping channels (e.g. Susan Lucci of Days of our Lives skin care line which is featured exclusively on HSN).

5.6 Competitive Analysis

The **All Company** will enter a highly fragmented and underserved marketplace with regards to competition. Currently, there are no professional sites specializing in Talk Show and Realty TV programming, and only a few sites specializing in standalone Soap Opera content (such as SoapOperaDigest.com). Because we strongly believe that our target audience s collective genres of interest span all three aforementioned areas, we will have a distinct competitive advantage over the single-genre web sites from a content perspective as we will provide a one-stop destination for our target audience. Additionally, all of our sites will boast interactive features and an innovative revenue model that further separates The **All Company** from Internet based competition.

Our initial offline enterprises, the production company and the Talk Show publication, are similarly in enviable positions. While competition is steep in the production industry, there exists an omnipresent demand for the type of programming that our team has already successfully created and delivered. With regard to our Talk and Reality Show magazine, no current competition exists.

Once all points have considered, it becomes apparent that even in its early stages, the All Company will possess unique competitive advantages rendered from superior and diverse services, content, products, and strategies.

VI. MARKETING

6.1   Overview

The **All Company's** initial web sites, alltalkshows.com, allsoapoperas.com, and allrealityshows.com will be marketed to potential users via a variety of methods.

- ❑ Internet Advertising
- ❑ Traditional Advertising
- ❑ Promotions
- ❑ Publicity

The sites themselves will be marketed primarily as a convenient location to learn more about their favorite programming, interact with guests and each other, and get exclusive content, interviews, and products relating to their favorite shows. As the company evolves, our users will keep informed of new products, services, and content via new marketing and promotional campaigns.

6.2   Internet Marketing

The **All Company** will employ several methodologies of Internet marketing, spearheaded by an aggressive sponsorship and banner campaign, a strong viral marketing program, and prominent search engine placement. Whenever possible, the All Company will barter for advertising in lieu of a cash purchase in order to conserve funds.

Banners and Sponsorships

The All Company will seek to place sponsorship buttons and banner advertisements on web sites with similar demographic target markets. Examples of such sites include:

Internet Service Providers

- ❑ AOL
- ❑ NetZero (recently merged w/ Juno)
- ❑ MSN

Portal Sites

- ❑ Yahoo
- ❑ Excite
- ❑ Lycos

Entertainment Content Sites

- ❑ Eonline.com
- ❑ Official Program Sites

Commerce Sites

- ❑ Walmart.com
- ❑ Sears.com
- ❑ JC Penny.com

Banners and Sponsorships have become the standard method of Internet advertising, and are placed using ad-serving technology that inserts the ads according to the specific demographic desired by the advertiser. Both will be purchased from the outset, as well as throughout the life of the company in order to reach as much of our target market as possible. The most cost-effective way to purchase banners and sponsorships is through an advertising network, such as DoubleClick, which is a company that represents a large group of sites. This lowers the cost of the ads due to the high volume of ads the network places. By purchasing ads through the major networks and selected sites, The All Company's sites will be promoted in a highly effective manner to our target audience.

The **All Company** will also register with all of the major search engines and utilize key words effectively to attract interested users. We will employ an outside firm such as PerfectMarketing.com in order to ensure optimal placement and effectiveness in this respect.

Electronic Mail Advertising

The **All Company** will use e-mail to directly invite and solicit potential customers that represent the profile of our target market. We will acquire e-mail lists from:

- ❑ Direct Mailing List companies
- ❑ Our Partners
- ❑ Talk Show Data Bases

Our e-mails will be designed to invite these prospective customers to our site in a friendly, non-intrusive manner. The simple acquisition of e-mail lists presents a virtually free opportunity for The **All Company** to invite millions of prospective users to enjoy the benefits of our various web sites.

We will employ a 'viral marketing' approach to our e-mail advertising campaign by designing entertaining content within the e-mails that users will naturally want to forward onto their friends. For example, to advertise AllTalkShows.com, we could send an e-mail with risqué, entertaining footage from the Jerry Springer show. Also, we could include promotional incentives or contest opportunities to instigate people to visit our websites.

Cost per Acquisition

The Company will seek to acquire new users by entering into Cost Per Acquisition (CPA) deals with other registration based sites.˚ This will allow the company to fix its acquisition costs below the projected revenue per user.˚ The Company feels that CPA campaigns provide a superior ROI to traditional banner advertising as the costs are determined based solely on the success of the campaign.

6.3 Traditional Advertising

Radio Advertising

Once The **All Company** achieves set traffic and client goals, and has sufficiently saturated the web medium, we will begin a limited and specialized radio campaign. A successful radio campaign fulfills two general concepts: reach and frequency. Reach refers to the number of people who heard the message; while frequency indicates the number of times those people heard the message. While the Internet has sparked a dawn for the American economy, it has also created problems for advertisers in traditional media. With a limited amount of inventory, the broadcast companies in both radio and television have been able to raise the rates 2-10 times from previous levels. While radio remains an important part of a marketing campaign, the buys must be made in accordance with standard reach and frequency goals.

In effect, the buy may be limited to fewer markets, radio stations within a market, or both. Radio traffic report sponsorships, once considered a supplement to radio advertising, have increasingly become a popular alternative to radio for smaller brick and mortar businesses, as well as Internet companies (including buy.com, AOL, and a host of others).

Print Advertising

The **All Company** will market its properties in various entertainment-oriented print publications. While this is very important to reach the end-user, it is also crucial to promote exposure to media streaming viewers. Print Advertising will further promote brand awareness, which will help persuade industry executives to advertise on The All Company's site. A well-branded Internet site can command significantly higher advertising rates than a lesser-known web site.

Trade publication advertising also reaches media persons that follow the entertainment industry. The media may provide more press coverage if The **All Company** appears to have a presence in the mind of the conventional media rather than sticking solely to web advertising.

TV Advertising

Television advertising will become an option once The **All Company** has grown significantly in a few years. The best programming to advertise on will be entertainment shows that are broadcast via both traditional television, as well as the Internet. We will advertise on the shows that appeal most to our 16-55 year old target demographic audience.

6.4 Promotions

Contests are a great way to persuade users to visit the site. Similar to radio and music television promotions, contests like winning a trip for two to the set of a show or even a part as an 'extra' on a broadcast program would create word-of-mouth and help drive brand awareness and site loyalty. They are also an excellent way to gather the demographic information, such as e-mail addresses of our users. The **All Company** can use these responses to better target it's advertising as well as constantly improve the product quality. One of our best promotional vehicles, however will undoubtedly be regular TV talk show appearances by CEO Bill Liblick, who has been featured and/or participated on several popular shows (e.g. Ricki Lake). Moreover, The **All Company** will regularly explore cross-marketing and sponsorship opportunities with each show.

6.5 Publicity

TheAllCompany.com will engage a Public Relations firm to promote its service and drive brand awareness through consumer and trade press. Large metropolitan newspapers and radio stations and entertainment print publications are ideal media outlets to expose articles and stories concerning The **All Company**.

VII. REVENUE MODEL

7.1 Overview

The **All Company** will have a variety of revenue streams including the following:

- ❑ Television Program Production
- ❑ Publication Sales
- ❑ Advertising Sales
- ❑ Production/Publishing Content Syndication
- ❑ Network Marketing
- ❑ Data Mining
- ❑ Direct To Consumer Streamed Programming
- ❑ E-Commerce
- ❑ Bulk Discount Sales

7.2 Advertising Sales

Sales from Internet advertising available on our web sites will be generated from:

- ❑ Banner Advertising
- ❑ Sponsorship Advertising
- ❑ Pop-up Advertising
- ❑ Sky Scraper Advertising
- ❑ Rich Media Advertising
- ❑ IAB (Internet Advertising Board) Advertising

E-Mail Sponsorship Advertising

The **All Company** plans to generate additional revenue by distributing advertiser-supported updates to our user base.

Rich Media

Partnering companies will be given the opportunity to market products through a new and innovative form of advertising technology called rich media . This multimedia format allows sponsors to use audio/video clips presented on ad banners on TheAllCompany.com.

Cost per Acquisition Sales

The Company will also generate revenue by entering into Cost Per Acquisition (CPA) deals.°° The Company will promote these deals as part of the registration process, and will promote them to registered users on the site and through email.° These deals are attractive to advertisers because they offer a fixed acquisition cost, and because they allow advertisers to leverage the Company's data for their own use.

7.3 Production/Publishing Content Syndication

There will be an aggressive campaign to syndicate The **All Company** content including a media streaming news package and media streaming listings to online newspapers, search engines, Internet Service Providers (ISP's), Portals and to any site interested in providing media streaming information to their users. Furthermore, The **All Company** will solicit this content to traditional broadcast outlets including TV, Print, and Radio. This content could be offered on a daily or weekly basis to help drive revenue, brand awareness, as well as a link back to TheAllCompany.com.

7.4 Network Marketing

The **All Company** will offer its membership user base the opportunity to sell products online in a network marketing fashion. We will partner with companies to offer select products that are appealing to our target customer profile. Examples of such products include vanity products (skin care, weight loss products, breast enhancement, etc.), health products (creatine, vitamins, etc.), and cleaner products (laundry, home cleaning, etc.).

The **All Company** will offer a compensatory incentive plan to all members, which allows them to earn enormous profits by selling the products, attracting new members into the system to sell these products, and by these new members, in turn, attracting additional members into the **All Company** network as salesmen. Each member gets compensated with a percentage of all sales made by members underneath their pyramid of members that have entered the network directly or indirectly due to them. The closer that each member is underneath them within the pyramid (number of degrees away), the greater the percentage of compensation, they receive as a result of sales made by that member.

This strategy will be instrumental in generating additional revenues, attracting new online users (new network members and word-of-mouth), establishing brand loyalty among existing users, and generating additional revenues. All new members of the network will establish a sub-website within the **All Company** network, which allows them to manage their sales campaign and order new products for sale.

7.5 Data Mining

As target marketing is an important criterion for many sponsors, The **All Company** will gather data on its users. This data includes demographic information, tracking where users go on the site as well as what streams and sites users are visiting. With this data, advertisers will be able to tailor campaigns to time zones, demographics, and more.

7.6 Direct to Consumer Streamed Programming

The All Company will introduce to the Internet Direct-to-Consumer Streamed Programming (D2CSP); the web-equivalent of traditional Direct-to-Consumer programming found on television channels such as The Home Shopping Network (HSN) and QVC. The D2CSP model was devised exclusively by the **All Company** after market analysis revealed a significant correlation in the demographic, psychographic, and economic profiles between the audiences of Talk Shows, Soap Operas, Reality Programming, Home Shopping Broadcasters, and infomercial viewers; in effect, they are one in the same.

The **All Company** anticipates securing a strategic partnership with a major home shopping broadcaster and several direct response companies, whereby we will stream two-minute audio/visual files to their computers via the alltalkshows.com and allsoapoperas.com, and allrealityshows.com portal sites in exchange for a percentage of the cost of the good. The infomercial file will be streamed unbeknownst to the user while they are interacting with the site during the television broadcast of the soap or talk show, and will subsequently pop up on their screen simultaneously with the standard broadcast commercial airing on their television sets. As we track each user s individual web surfing habits and learn more about their interests through promotions and other data mining activities, we will be able to ascertain the precise types of products and services that pique each user s interest, and our D2CSP model will continue to evolve into an increasingly effective revenue model.

7.7 Television Program Production
The **All Company** will produce approximately three pilots per year, which will mostly be reality-based TV and talk show formats. The **All Company** will present these pilots to production companies to see if they garner interest. In the case that a production company is interested in a particular pilot, they will pay a license fee for the rights to produce this television program. The license fee is re-negotiable every year and this fee is directly dependent upon that show's success during the preceding year.

VIII. PRODUCTS AND SERVICES

8.1 Website Description

As it stands, our growth strategy has been carefully mapped to follow the forecasted evolution of the Internet over the next several years, specifically with regards to the convergence of Television and the Internet. The initial functionality of the two flagship sites, however, will closely resemble the successful model used by the ABC Television Network called Enhanced TV , which supplements the Television broadcast of programs such as Monday Night Football with statistics, biographies, trivia, polls, promotions, games, and other engaging features via the ABC web site. As our initial sites will be developed with the lower-speed (56k) modem user in mind, they will serve as a value-added supplement to soap operas, talk shows, and reality shows while they are airing (and as a resource in between), therefore reserving the majority of the available bandwidth for our D2CSP s which will be transmitted to users during the broadcast, and played during commercial breaks. Our initial services will include Chat, Message Boards, Personalization Tools, Promotions, show-relevant information, and other features designed to generate stickiness, site loyalty, and traffic, all of which will translate into substantial revenues to be derived from our primary revenue streams. Our primary mission in the first two phases will be to cross-brand our two web properties with their respective content creators, thereby establishing a strong loyalty to our two sites.

The guiding principles of every web property in the **All Company's** network will be threefold:

1. Simplicity
2. Aesthetic Appeal
3. Full Range of Features

We believe we can establish an unparalleled level of customer satisfaction that yields strong brand loyalty, which will directly translate into tremendous revenues. **As our initial three web properties share many of the same attributes and both focus on a television format, allrealityshows.com, alltalkshows.com, and allsoapoperas.com will be designed with a virtually identical format and will offer the same user-friendly features.**

WebApplets

The All Company will use WebApplets for its website development and web design. WebApplets.com is committed to developing client/server applications for the World Wide Web for the purpose of facilitating user communities on the Internet. Its current product line consists of a suite of Java Applets and servers which work behind the scenes to provide a more engaging and user-friendly experience for site visitors.

The WebApplets product line offers the following features:

❑ Allows site users to instantly communicate with each other in a variety of ways via an already running communications engine and an interface which is dynamically served to the users without the need for involvement by the site itself

❑ Provides the look and feel of applications they are already used to using and the windows, buttons, etc. of the operating system they are currently using through the use of Java Look and Feel (JLAF) technology and the Java Abstract Windowing Toolkit (AWT).

❑ Provides the users with instant feedback and response without the need for page reloads.

❑ Provides users with an easily discernable and clearly mapped interface, using colors, styles, and icons, to allow the user to feel comfortable using the applets.

❑ Applets are dynamically inserted into HTML and communication is then opened directly between the users and WebApplets.com, bypassing the need for setup or maintenance by the webmasters.

❑ All Applets are written in accordance with the specifications of Java_ 1.1, allowing it to run on 95% of the world s web browsers.

❑ Communication is achieved via Java Sockets technology, our own WMP messaging system, and our own Enhanced Servlet Architechture (ESA). This allows our messages to be passed as quickly as possible across the Internet without many of the bottlenecks that slow down most applications.

❑ Unlike normal web communication, where small changes in content require re-requesting all displayed information from the server, our products are written to request only updated information and redraws the rest from memory.

❑ Our servers run off fast machines with one of the fastest connections to the Internet available and handle all communications other than HTTP requests to ensure that performance is just as strong on small, less expensive web sites as it is on the major ones.

8.2 Talk Show/Reality Show/Soap Opera Related Merchandise

As the initial online properties of the Internet will be focused on the Talk Show, Soap Opera, and Reality Show genres, this merchandise will be primarily limited to the following:

- ❑ Apparel
- ❑ Collectibles
- ❑ Videos
- ❑ Books

Examples of the goods that we will offer include Tee Shirts, Tote Bags, and hats. These items will be branded with specific talk show logos, colloquial catch phrases such as You Go Girl and I m the only pervert who hasn t been on Springer and specific soap opera phrases like There Is no Day Without MY DAYS and My Light is Always GUIDING). Specific reality-based TV phrases such as I Can t Survive without SURVIVOR and I live in The REAL WORLD . The company firmly believes that items such as the aforementioned will resonate strongly with our target audience and will generate substantial revenues.

8.3 Direct-to-Consumer Goods

Our D2C product line mirrors the typical items featured on Home Shopping Networks, primarily because we will initially partner with these entities for each item.

- ❑ Jewelry
- ❑ Collectibles
- ❑ Home Fitness
- ❑ Weight Loss Products
- ❑ Clothing
- ❑ Novel Products
- ❑ Psychic Advice

8.4 TV Companion

The TV Companion will allow users to engage in a variety of interactive real-time chats, quizzes, polls, and promotions which will enhance the experience of the TV viewing experience, boost TV ratings, and create the vital web site stickiness for the company to generate revenues from our D2CSP model. The TV Companion is based on the popular Enhanced TV web site introduced by ABC. We hope to be able to provide additional benefits to the consumer for Talk Show Programming whereby they will be

able to send instant messages to the individual shows, who would then air the comments on television during the course of the show s broadcast. This is rapidly becoming a popular feature on many talk oriented programs in other spaces such as political shows including Talk Back Live and The Spin Room , both airing on CNN. We believe this allows the viewer to feel as though he or she were in the studio audience, thereby making the viewing experience more real and enjoyable.

8.5 Chat

In addition to the chat options available via the TV Companion feature, we will also allow our users to participate in a variety of different specialized Chat Rooms throughout the site. We will also allow our users to create their own chat rooms within the site in order to promote a fully customizable and enjoyable environment.

8.6 Message Boards

Our web sites will also allow users to create and post their own message boards which will be similar to our Chat Rooms, however the content posted will remain on the site so that our users can post replies and meet new fans with similar interests.

8.7 Contests and Promotions

In order to further establish brand loyalty, and to increase the frequency and length visits, we will frequently host a variety of Contests and Promotions. These features will also provide us, and our advertisers with the opportunity to gather valuable user data, and will be designed with a strong relevance to our Talk Show, Soap Opera, and Reality-based Content.

8.8 Video Clips

The **All Company's** web sites will gather and store a variety of highlights, celebrity interviews, and unreleased video from our content providers. We will eventually develop original programming via our Production Division that will provide our users with a daily recap of talk shows, soaps, and reality based programming in a hosted format similar to E! Television s Talk Soup .

8.9 Guest Updates and Chats

The **All Company's** alltalkshows.com web site will also feature updates and interactive guest chats so our users will always be up to date and informed on the latest news on previous guests of their favorite Talk Shows. Soap opera fans will be able to be always up to date with what is occurring in the TV lives of their favorite characters on particular soap operas and Reality-based fans will learn what is happening with participants on particular game shows.

8.10 Links

Our Links section will allow users to learn more about popular show subjects quickly and easily. This value-added service will cover areas such as health, relationships, and self-improvement.

8.11 Direct Show Interaction

Our web site will also facilitate communication between the producers of the talk shows, soaps, and reality-based programming by presenting our users with the opportunity to submit show ideas and feedback, get tickets to tapings, and information on how to become a guest on a talk show.

8.12 Additional Features

- ❑ TV Listings Chart
- ❑ Weather Information
- ❑ News
- ❑ Member Auctions

IX. FINANCIALS

9.1 Exit Strategy

The **All Company** might be in a unique position to be acquired by a media company that is interested in its suite of Internet companies, publications, and TV programs.

9.2 Growth Assumptions

Website Development Assumptions

The **All Company** will initially be comprised mainly of three flagship websites: AllSoapOperas.com, AllTalkShows.com, and AllRealityShows.com. These three websites will be marketed together in a synergistic fashion to the enormous market of soap opera and talk show television viewers. Talk shows, soap operas, and reality-based programming have an enormous audience and represent a large, yet untapped opportunity for online success. The **All Company** will become the online leader in these three markets by offering an unparalleled suite of products and services related to talk shows, soap opera, and reality-based programming viewers. The income that The **All Company** incurs from these three initial websites and from Publication and TV Production Sales during the first two years of operations will be re-invested to build the **All Company's** portfolio of websites that encompass the name All , which will initially be individually marketed and eventually be marketed as a network of websites that allow any online user the ability to find any major product or service that they re seeking without the use of a search engine.

The following growth schedule outlines our projected growth in terms of new websites launched per year. These projections reflect what we deem capable based upon our projected net income. We will initially enter medium, unsaturated markets that represent a strong opportunity both within itself as an initial member of the **All Company** s network of sites to be eventually marketed under the All name. **Although we will most likely commence our franchise strategy in the third to fourth year of operations, we will conservatively not include this in our projections.**

	Year 1	Year 2	Year 3	Year 4	Year 5
# New Websites/Yr.	3	-----	3	4	5

Unique User Assumptions

The amount of unique users that a website has is the most pivotal factor affecting the sales and success of an online company. This figure represents the number of different people that visit a website in a particular month. The factors that affect this figure include customer loyalty, brand name recognition, word-of-mouth, and (most importantly) the Internet advertising campaign (and corresponding budget as outlined in section 8.3). We plan on attracting the following amount of unique users on a monthly basis for all websites listed under the All Name on average per month each respective year:

Unique Users/Mo.	Year 1	Year 2	Year 3	Year 4	Year 5
AllTalkShows.com	33,000	100,000	167,000	333,000	667,000
AllSoapOperas.com	33,000	100,000	167,000	333,000	667,000
AllRealityShows.com	33,000	100,000	167,000	333,000	667,000
Additional websites	-------	--------	200,000	800,000	3,000,000
Total	**100,000**	**300,000**	**700,000**	**1,800,000**	**5,000,000**

Page View Assumptions

When determining the # of Pages Views/month that a particular website incurs, it is necessary to assume both the average # of visits (per month) and average # of page views per unique user. **We will assume that each unique user averages visiting each web site four times per month and views an average of 6 pages**, which results in the following # of projected page views per month at the end of each respective year:

# Page Views/Mo	Year 1	Year 2	Year 3	Year 4	Year 5
Total	2.4 Mil	7.2 Mil	16.8 Mil	45.2 Mil	120 Mil

9.3 Revenue Assumptions

E-commerce Sales Assumptions

E-commerce projections are based upon three factors: (1) the projected conversion rate, (2) the projected # of unique users, and (3) the average sale per converted shopper per month. The conversion rate represents the average portion of unique users in each given month that make a purchase. A very successful e-commerce site encounters a 7-10% conversion rate among its unique users (i.e. Amazon.com). Our initial two websites will be attractive from both a content and e-commerce perspective, but will not focus on either **we will assume that we encounter a mid-level conversion rate of 5%. Specifically, we will assume that on a monthly basis 3% of unique users make a direct-to-consumer type purchase and 4% of unique users will make a soap opera or talk show related merchandise** (the sum of 7% reflects the factor that several purchasers will have purchased both product types upon their purchase(s) within the month).

AllTalkShows.com, AllSoapOperas.com, and AllRealityShows.com will incur e-commerce revenues from both direct and affiliate sales. The affiliate sales will be the merchandise offered by our direct-to-consumer partners such as QVC and the Home Shopping Network. The direct sales will be all soap opera and talk show related merchandise, which we will provide directly as a retailer (and incur associated costs). For AllTalkShows.com, AllSoapOperas.com, and AllRealityShows.com, we will assume that the average sale on soap opera and talk show related is $20 (T-shirts, mugs, videos, etc.) and the average sale on direct-to-consumer merchandise is $50. Initially, our affiliate relationships with direct-to-consumer companies will be with intermediaries such as QVC and the Home Shopping Network, which we will assume that we collect a 15% affiliate fee on sales. We will assume that in year 3 that we establish more direct link (eliminating a middle-man) to the actual retailers (i.e. AbRoller), which will generate us a 25% affiliate fee on sales.

As for all other sites (conceived following year 2), we will assume (for simplicity) that all e-commerce conducted via these websites are strictly on an affiliate sales basis. **For these sites, we will assume a 15% affiliate fee, 5% conversion rate and $40 average sale per converted shopper.**

Advertising Sales Assumptions

Advertising Sales are directly related to two factors: the CPM rate for advertising space and the # of Page Views/month. The industry CPM rate for advertising ranges from $1 to $15. **We will assume that we charge a CPM for advertising space of $2.50 and we will assume that we sell an average of 1 advertisement space per page and have an average of 1.2 advertisements/page (as 15-20% of advertising space will be occupied by All Company 'house ads'). We will also offer advertisers the ability to pay on a CPA (Cost per Acquisition) basis.** These assumptions relate to the following advertising sales projections (based also upon our projected # Page Views/month)

	Year 1	Year 2	Year 3	Year 4	Year 5
Ad Sales	$72,000	$216,000	$720,000	$2,160,000	$5,040,000

Membership List Sales Assumptions

The **All Company** will capitalize on its unique user base by selling lists for database marketing to websites, which have a similar demographic in terms of their target market. **We will assume that on average we sell a list of our customer name and contact information to 20 advertisers each year for an average CPM of $7. Our list of customer names will grow significantly each year as we will both obtain an increased amount of unique users on a monthly basis and will be able to sell the information of previous users. We will assume the following size of our customer database list and the corresponding projections for years 1-5**:

	Year 1	Year 2	Year 3	Year 4	Year 5
Unique Users/Mo.	100,000	300,000	700,000	1,800,000	5,000,000
Customer Data List	100,000	350,000	900,000	2,400,000	6,000,000
Member List Sales	$14,000	$49,000	$126,000	$336,000	$840,000

TV Production Sales Assumptions

We will develop three new pilots per year and will assume that 1 out of every 3 pilots that we develop gets picked up for production. A highly successful TV program will generate $5-10 million to the syndication company on an annual basis. A somewhat successful TV program will generate $1 million per year. We will assume that each TV program that we develop averages $1.5 million per year. We will assume that each TV program has a lifespan of three years. These assumptions relate to the following projection for TV Production Sales:

	Year 1	Year 2	Year 3	Year 4	Year 5
# TV Shows	1	2	3	4	4
Total Sales	$1.5 Mil	$3 Mil	$4.5 Mil	$4.5 Mil	$4.5 Mil

Publication Sales Assumptions

We will develop one monthly publication devoted to talk shows and reality-based programming and another devoted to soap operas. The magazine sales are directly related to the amount of magazines sold per month. Typically, approximately 75% of magazine sales are subscription based and 25% are single sales (sold at retail locations). **We will assume that for every publication sold there will be approximately 2.5 readers, which is important to determine the advertising sales. We will assume that we charge a $5 CPM for advertising space. Also, we will assume that each publication has 32 pages and we sell 12 full pages of advertising per publication. We will assume that the price for each publication is $2.25 and that our average revenues for selling them to a retail location and at the subscription discount rate equals to $1.25.** We will assume the following circulation and sales projections (based upon the aforementioned assumptions and circulation figures) on an annual basis. We will assume that we commence publication sales 6 months after inception.

	1st 6 Mos.	Year 2	Year 3	Year 4	Year 5
# Mag. Sold/Month	90,000	320,000	640,000	1.12 Mil	1.73 Mil
Total Circulation	225,000	800,000	1.6 Mil	2.8 Mil	4.2 Mil
Unit Sales	$1.35 mil	$4.8 mil	$9.6 Mil	$16.8 Mil	$25.2 Mil
Advertising Sales	$162,000	$576,000	$1,152,000	$2.02 Mil	$3.02 Mil
Total Sales	**$1,512,000**	**$5,376,000**	**$10,752,000**	**$18,816,000**	**$28,224,000**

Network Marketing Revenue Assumptions

We will assume that the **All Company** launches its network-marketing model in the second year of operations. The **All Company** will incur revenues by selling products to be sold by network members at a 10% margin over cost. Importantly, cost will include all compensation to members within the network. For example, if we assume that we have a 5-level pyramid whereby one gets compensated with 10%, 10%, 5%, 5%, and 2% of the wholesale product price depending upon how many levels the salesman that purchased these products (for re-sale or use) is below this particular member, then the **All Company** would need to allocate 32% of the wholesale price for compensation. Therefore, if the wholesale price of good sold to a member (for re-sale or use) is $100, then $32 will go towards compensation of members above that member within the network and $68 will go to the **All Company**. The cost of these products to the **All Company** will be approximately $61.20 (90% of $68) and, in turn, the profit would be $6.80

The aforementioned compensation plan is very similar to that which is currently used by UltraCorp.org. The average monthly purchase made by an UltraCorp member (for re-sale or use) is approximately $125. The minimum required monthly purchase is $60 to remain a member. **We will assume that the average All Company member purchases $125 worth of products on a monthly basis, which means that the AllCompany would earn approximately $8.50 per member per month ($125 * 68% * 10%).** We will assume the following average number of members and the corresponding revenues that the AllCompany will earn from its network-marketing model.

	Year 1	Year 2	Year 3	Year 4	Year 5
Network Members	-------	5,000	25,000	75,000	150,000
Network Revenues	-------	510,000	2,550,000	7,650,000	15,300,000

9.4 Cost Assumptions

Start-up Cost Assumptions

The All Company will have a 9-month start-up period, which it will use to design and develop both websites, develop initial TV pilots for potential syndication, establish its operational headquarters, and compensate management during this period. We will assume the following budget for this start-up period:

Salary Compensation	$250,000
Web Design	$150,000
Web Development	$150,000
Television Pilot Development	$150,000
Miscellaneous Expenses	$200,000
Total	**$900,000**

Marketing Cost Assumptions

The **All Company** will attempt to conceive sites during its growth that provide strong co-marketing opportunity whereby we can advertise 2 or more sites simultaneously. Similarly, AllSoapOperas.com, AllTalkShows.com, and AllRealityShows.com will be marketed together from the outset as they have complementary target markets. We will project the following Internet advertising campaign.

	Year 1	Year 2	Year 3	Year 4	Year 5
# of Websites	3	3	6	10	15
Internet Advertis.	$3 mil	$5 mil	$10 mil	$20 mil	$30 mil

All marketing costs associated with TV production and the publications are accounted for within the publication and magazine cost line items.

Cost of Sales Assumptions

The only direct cost of sales that the **All Company** will assume to incur (aside from Production and Magazine related costs) will be on talk show, soap opera, and reality-based related merchandise for AllTalkShows.com, AllSoapOperas.com, and AllRealityShows.com. Otherwise, we will assume that e-commerce is derived on an affiliate sales basis (which has no cost of sales). For simplicity and to be conservative, we will not factor in that we will most likely vertically integrate many products (beginning in year 3 or 4) to incur higher profit margins on sales. **We will assume that the cost of sales on these items is 35%.**

Salary Assumptions

See Schedule A in the pro-forma financial statements section.

Publication Cost Assumptions

We will produce 1 issue per month, which will have the following costs:

Public Relations Support	$100,000/yr
Promotion/Slotting Fees	$25,000/issue
Shipping Costs	$10,000/issue
Editing Costs	$32,000/issue
*Production Costs	16 cents/unit

*The number of magazines produced is assumed to be the number of magazines sold multiplied by 2, as we will assume that 33% of all magazines produced for sale to retail locations are sold and all magazines produced for subscription sales are sold. This follows the assumption that 75% of magazine sales are subscription-based and 25% are sold to retail locations (based upon industry averages).

Production Cost Assumptions

We will produce 3 television pilots, which will cost $50,000 each per year to develop. These costs include all production and development costs and miscellaneous expenses including travel and promotional documents.

Miscellaneous Expense Assumption

The line item labeled miscellaneous expenses will represent all costs associated with daily operations that are not included in the other line items. These costs will include software, licensing, hardware, furniture, equipment, liability insurance & workers compensation, subs, cleaning, and messengers. The financial projections are based upon the premise that all equipment, hardware, and furniture are leased.

9.5 Miscellaneous Assumptions

Tax Expense Assumption

We will assume the standard corporate tax rate of 40%.

Cash Flow Assumptions

We will assume a 30 days accounts receivable collection period and a 45-day accounts payable payment period.

Appendix A

Domain Names Registered:

alltalkshows.com, allsoapoperas.com, allrealityshows.com
theallcompany.com, allcompany.com, theallnetwork.com,
theallsite.com, allofeverything.com, allthingstodo.com,
allinterests.com, allwebsurfing.com, allthisallthat.com,
allofall.com, allhealthandwellness.com, alllearning.com,
alloddlots.com, allseniorcitizens.com, allshoppingsites.com,
allreading.com, allhomeimprovements.com,
allofwallstreet.com, allofthearts.com, allofbroadway.com,
allofhollywood.com, allartsandcrafts.com,
allhelpwanted.com, allscandals.com, allplacestolive.com,
allentertaining.com, allcuisine.com, allwineandspirits.com,
allspecialityfoods.com, alltakeoutorders.com, alldieting.com,
allhomefurnishing.com, allfashionandstyle.com,
allhomesandgardens.com, allartandantiques.com,
allpetsandanimals.com, allfreesamples.com,
allsexuality.com, allbabies.com, allwagering.com,
allcasinogaming.com, allsexes.com, allmatchmaking.com,
allpersonalads.com, allbridesandgrooms.com,
alltravelandtourism.com, allvacationspots.com,
allretreats.com, allsummercamps.com, allplacestoski.com,
allbedandbreakfasts.com, allhealthspas.com, alldrag.com,
allhelpfulhints.com, alloddsandends.com, allbillpaying.com,
allbillcollecting.com, allsubscriptions.com, allbartering.com,
allcheapprices.com, allpennypinching.com, allfanclubs.com,
allyardsales.com, allpennysavers.com, allcarbuying.com,
allcarselling.com, allcarbuyingandselling.com,
allcarrepairs.com, allasseenontv.com,
allmoversandshakers.com, allcloseoutsales.com,
allbigbuys.com, allhiring.com, allcatering.com,
allnewscentral.com, allsportscentral.com,

allnewsandmedia.com, allticketscentral.com,
allshowtickets.com, allmovietickets.com, alltelephony.com,
alltechnologies.com, allbusinesstobusiness.com,
allbusiness2business.com, allbusinesstoconsumer.com,
allbtoc.com, allb2c.com, allbusiness2consumer.com,
allemaillists.com, allcomputerviruses.com,
allcomputerbugs.com, allpcviruses.com, allpcbugs.com,
alltrafficandweather.com, allroadwork.com,
allspeedtraps.com, allintranet.com, allkidsclub.com,
allteensclub.com, allcollegeclub.com, alladultsclub.com,
allgenerationx.com, allgenerationy.com, allgenerationz.com,
allkidzstuff.com, allteenstuff.com, alltravelstuff.com,
allfreedownloads.com, allfactsandfigures.com,
allopportunities.com, allbusinessopportunities.com,
allmoneymaking.com, allmoneymakingopportunities.com,
allbroke.com,allbankrupt.com,allbrokeandbankrupt.com,
allouterspace.com, allusagov.com, allgovernmental.com,
allusagovernment.com, allforeigngovernments.com,
allgovernments.com, alllocalgovernments.com,
alllocalcommunities.com, allmovingandshipping.com,
allmovers.com, allmoversandshippers.com,
allshippingservices.com, allinformationplease.com,
allinfoplease.com, allculturalevents.com,
alltodaysevents.com, allspecialinterests.com,
allheadhunting.com, alltagsales.com, allkosherfood.com,
allkosherfoods.com, allbookstobuy.com, allbookstoread.com,
allreadingandwriting.com, allwriting.com, allsitefinder.com,
allsituationwanted.com, allsitesfinder.com, allwebfinder.com,
allwebsurfer.com, allhealing.com, allsupportgroups.com,
allhotlines.com, alllonely.com, allbrokenhearts.com,
allspirituality.com,   allworshiping.com, allrevivals.com,
allsupernatural.com, allherbalremedies.com,
alladultmaterial.com, alladultmaterials.com,

alladultrated.com, allxxxrated.com, allxxrated.com,
alladultsonly.com, allsinners.com, allfuneralplanning.com,
allfuneralservices.com, allchirocare.com,
allclassifiedads.com, alllostandfound.com,
allremodeling.com, alloutdoorfun.com, allboatingfun.com,
allboatingandsailing.com, allhuntingandfishing.com,
allwrestlingfans.com, allnascarracing.com, allscenes.com,
allbodybuilding.com, alltimesharing.com, allroommates.com,
allapartmentrentals.com, allhomerentals.com,
allhomesforrent.com, allhousesforrent.com,
allhousesforsale.com, allhouserentals.com,
allofficesharing.com, allofficerentals.com,
allofficetemps.com, allprimetimetv.com, allnighttimetv.com,
alldaytimetv.com, alltvgameshows.com, allradioshows.com,
alltvshows.com, allkidshows.com, allcourtshows.com,
allsportsshows.com, allsportszone.com, allnewsshows.com,
allnewspapersandshows.com, alltvtalk.com, allradiotalk.com,
allwebradio.com, alltalkwebradio.com, allnewswebradio.com,
allmusicwebradio.com, allmp3radio.com, allmp3music.com,
allmp3players.com, allsoapoperas.net, allsoapoperas.org,
allcompany.net, yourinternethomeforall.com

The Following Sites are with all_____help.com:
allhelpcenter.com, alllegalhelp.com, allcomputerhelp.com,
allfinancialhelp.com, allmedicalhelp.com, allwebhelp.com,
allinternethelp.com, allinsurancehelp.com,
allbusinesshelp.com

The Following Sites are with all_____online.com:
allshoppingonline.com, allbtobonline.com, allb2bonline.com,
alltravelonline.com, allprescriptionsonline.com,
alltradingonline.com, allonlinetrading.com,
allchatsonline.com, allbettingonline.com,

allauctionsonline.com, allbankingonline.com,
allbargainsonline.com, allreservationsonline.com

The Following Sites are with all_____galore.com:
allgalores.com, allbargainsgalore.com, allsavingsgalore.com,
allshoppinggalore.com, allcollectablesgalore.com,
allauctionsgalore.com, allfreebiesgalore.com,
allgamesgalore.com

The Following Sites are with all_____forsale.com:
allitemsforsale.com, allbooksforsale.com,
allcomputersforsale.com, allcollectablesforsale.com,
allmusicforsale.com, allticketsforsale.com,
allelectronicsforsale.com, allsoftwareforsale.com,
alljewelryforsale.com, allclothingforsale.com

The Following Sites are with all_____onsale.com:
allonsaleitems.com, allmusiconsale.com,
allclothingonsale.com, allelectronicsonsale.com,
allsoftwareonsale.com, allcomputersonsale.com,
alljewelryonsale.com

The Following Sites are with all_____business.com:
allecommercebusiness.com, allusabusiness.com,
allunitedstatesbusiness.com, allforeignbusiness.com,
allcanadianbusiness.com, allalabamabusiness.com,
allalaskabusiness.com, allarizonabusiness.com,
allarkansasbusiness.com, allcaliforniabusiness.com,
allcoloradobusiness.com, allconnecticutbusiness.com,
alldelawarebusiness.com, allfloridabusiness.com,
allgeorgiabusiness.com, allhawaiibusiness.com,

allidahobusiness.com, allillinoisbusiness.com,
allindianabusiness.com, alliowabusiness.com,
allkansasbusiness.com, allkentuckybusiness.com,
alllouisianabusiness.com, allmainebusiness.com,
allmarylandbusiness.com, allmassachusettsbusiness.com,
allmichiganbusiness.com, allminnesotabusiness.com,
allmississippibusiness.com, allmissouribusiness.com,
allmontanabusiness.com, allnebraskabusiness.com,
allnewhampshirebusiness.com, allnewjerseybusiness.com,
allnewmexicobusiness.com, allnewyorkbusiness.com,
allnorthcarolinabusiness.com, allnorthdakotabusiness.com,
allohiobusiness.com, allohiobusiness.com,
alloklahomabusiness.com, alloregonbusiness.com,
allpennsylvaniabusiness.com, allrhodeislandbusiness.com,
allsouthcarolinabusiness.com, allsouthdakotabusiness.com,
alltennesseebusiness.com, alltexasbusiness.com,
allutahbusiness.com, allvermontbusiness.com,
allvirginiabusiness.com, allwashingtonbusiness.com,
allwashingtondcbusiness.com, allwestvirginiabusiness.com,
allwisconsinbusiness.com, allallwyomingbusiness.com,
allallbostonbusiness.com, allchicagobusiness.com,
allsanfransicsobusiness.com, allnewyorkcitybusiness.com

The Following Sites are with all_____guide.com:
allbusinessguide.com, allb2bguide.com, allbtobguide.com,
allecommerceguide.com, allwebguide.com,
allentertainmentguide.com, allmoviesguide.com,
alloutdoorsguide.com, allgolfingguide.com,
allboatingguide.com, allhuntingguide.com,
allfishingguide.com, allunitedstatesguide.com,
allcanadaguide.com, allstatesguide.com,
allalabamaguide.com, allalaskaguide.com,
allarizonaguide.com, allarkansasguide.com,
allcaliforniaguide.com, allcoloradoguide.com,
allconnecticutguide.com, alldelawareguide.com,

allfloridaguide.com, allgeorgiaguide.com,
allhawaiiguide.com, allidahoguide.com, allillinoisguide.com,
allindianaguide.com, alliowaguide.com, allkansasguide.com,
allkentuckyguide.com, alllouisianaguide.com,
allmaineguide.com, allmarylandguide.com,
allmassachusettsguide.com, allmichiganguide.com,
allminnesotaguide.com, allmississippiguide.com,
allmissouriguide.com, allmontanaguide.com,
allnebraskaguide.com, allnevadaguide.com,
allnewhampshireguide.com, allnewjerseyguide.com,
allnewmexicoguide.com, allnewyorkguide.com,
allnorthcarolinaguide.com, allnorthdakotaguide.com,
allohioguide.com, alloklahomaguide.com,
alloregonguide.com, allpennsylvaniaguide.com,
allrhodeislandguide.com, allsouthcarolinaguide.com,
allsouthdakota.com, alltennesseeguide.com,
alltexasguide.com, allutahguide.com, allvermontguide.com,
allvirginiaguide.com, allwashingtondcguide,
allwashingtonguide.com, allwestvirginaguide.com,
allwisconsinguide.com, allwyomingguide.com

The Following Sites are for the Spanish Market:
todoentretenimiento.com   (allentertainment),
todasnovelas.com (allsoapoperas), todobab.com (all b to b)

The Following Sites are for England: allentertainment.co.uk,
allscandals.co.uk, alltalkshows.co.uk, allchatshows.co.uk,
allsoapoperas.co.uk, allgossip.co.uk, allbtob.co.uk, and
allbusinesstobusiness.co.uk

The Following Is For The New TV Site (.tv): allof.tv,
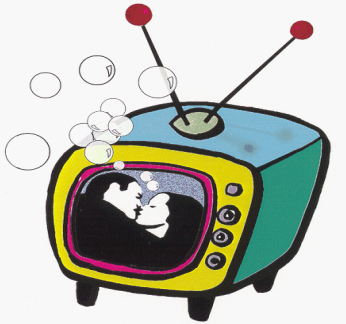alltalkshows.tv, allsoapoperas.tv, allrealityshows.tv,

The Following Is For The New World Site (.ws):
all.ws, allentertainment.ws, alltalkshows.ws,
allsoapoperas.ws, talkshows.ws, theallsite.ws,
allofeverything.ws

The Following Will Link To alltalkshows.com or
allrealityshows.com: alltalkshows.net, alltalkshows.org,
alltalkshow.com alltalktv.com, courtshows.com,
talkontv.com, alltvtalkshows.com, allradiotalkshows.com,
alltalkshowsontv.com, talkshowsontv.com,
alltalktelevision.com, alltalkontv.com, talkshowsonradio.com
alltalkshowsonradio.com, allrealityandtalkshows.com,
allrealityandtalk.com, alltalkandrealityshows.com,
alltalkandreality.com, talkandrealitytv.com,
alltalkandrealitytv.com, allrealitytv.com, talkandreality.com,
realityandtalk.com,

alltalkshows.com   allsoapoperas.com   allrealityshows.com

Introducing

TV Talk and Reality Programming….
Over 400 "ALL" Domain Names…..
Special Interest Publications…..
Novelty Merchandise…..

The **All Company** will enter into TV Talk Show and Reality Show based production, launch many web portals on the Internet, and participate in the lucrative fields of print and merchandising. The first web sites will be devoted to talk shows, soap operas, and reality based TV. The Company's business model will allow them to eventually own many Internet sites utilizing the "ALL" concept. Advertisers, direct marketers, and merchants will have a direct link to the audience they want to reach. There will be continual growth as the All Company branches out into other categories with its over 400 "ALL" Domain Names. These portals include, but are not limited to, arts and crafts, fashion and style, home improvements, business to business, business to consumer, health and wellness, help centers, State Guides, and State Business. The Company s main user base will be people who are known to shop the unconventional way, from catalogs to home shopping clubs, they will be a natural to make purchases online. Because, the sites will be category driven, advertisers, merchants, and direct marketers will have their audience front row and center. The Company s TV production arm, websites, and publications, will provide a perfect marriage for the consumer and merchant. The Board of Directors and Management Team are well experienced in both the new and old forms of the media   **"ALL" concept will prove the Internet is NOT Dead!**

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www.allcompany.com
www.alltalkshows.com/website
www.allsoapoperas.com/website
www.allrealityshows.com/website
www.talkerbill.com