



## TRENDS MERGERS+ ACQUISITIONS

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*Private and Confidential, Not for Distribution*

The following is a timeline and work proposal for the reverse merger of a public company.

**I. Identify and Acquire a SEC Exchange Act Reporting Company:**

- A. Advise and assist in the procurement of a PCAOB registered Accountant/ Auditor in connection with a SEC combined audit
- B. Advise and assist in the procurement of a qualified securities transfer agent. Advise, plan, and assist in getting the Company's common stock quoted on the OTCQB, including prosecution of the Rule 15c-211 NASD review process and recruitment of one or more NASD-registered market-makers
- C. Advise, plan, and assist with the development of a market for, and the promotion of, the Company's common stock, including peer group analysis, the recruitment and coordination of a qualified investor relations firm, and initiatives aimed at the recruitment of independent research support, reputable analyst coverage, and the development of general investment community sponsorship
- D. Secure the services of a qualified securities legal counsel to represent the Company in connection with some or all of the items discussed in paragraph 2 and 3 below.

**II. The following items will be performed by SEC counsel: timeline - 10 to 15 business days**

- A. Approval of Term Sheet
- B. Provide attorney's proof of funds to Seller (only pertains to cash purchase if desired)
- C. Receive and approve full due diligence from Seller's attorney
- D. Draft stock purchase agreements
- E. Close transaction: \_\_\_\_\_

**III. Restructure Pubco to be completed by SEC counsel: timeline - 20 to 30 business days**

- A. Name change, share recapitalization, new stock symbol etc.

**IV. Merger between private company:**

- A. Advice on merger structure
- B. Business consulting services
- C. Business development support

#### D. Advice on corporate structure

- E. Sarbanes Oxley compliance consulting
- F. Valuation analysis
- G. Work with SEC attorney to prepare, negotiate and finalized definitive agreements for acquisition/merger of private company

**All work performed mentioned above will have a cost and time frame discussed and approved by the company prior of proceeding forward with the transaction.**

**V. Management Services:** Cost and time will vary depending on how quickly information will be provided by the company. Average timeframe once all information received will be between two and four weeks. Average cost for full business plan, executive summary not to exceed \$25,000.

- A. Executive Summary preparation
- B. Business Plan preparation
- C. M&A strategy planning and analysis
- D. US Capital Market management
- E. Investment & strategic planning
- F. Structured investments
- G. Equity/Debt investments
- H. Corporate asset evaluation
- I. Assistance in GAAP Accounting
- J. Investor relations
- K. Edgarization
- L. Increased valuation
- M. Greater liquidity
- N. Access to capital
- O. Stock for acquisition or expansion
- P. Equity to attract key employees