
**PRIVATE SOFTWARE OFFERING
OF
SPEEDCODE™ SOFTWARE**



348 Mill Street
Reno, Nevada 89501 USA

PRIVATE INFORMATION MEMORANDUM

This Private Information Memorandum (the “Memorandum”) has been prepared by the Private IP Sales Business Unit of IpAuctions, Inc., solely for use by the recipient to evaluate an investment in the Intellectual Property, (“Software”) as described herein (the “Transaction”). The recipient is solely responsible for evaluating the Software and should conduct its own independent investigation and analysis of the Software and the information contained in this Memorandum.

The sole purpose of this Memorandum is to assist the recipient in deciding whether to proceed further with their investigation of the Transaction. This Memorandum does not purport to be all-inclusive or to necessarily contain all information that a prospective acquirer may desire in investigating the Transaction. The Company expressly disclaims any and all liability for any errors and/or omissions that are contained in the Memorandum and make no representations or warranties, expressed or implied. Only such representation or warranties as are made to the recipient by such entities or persons in a definitive agreement when, and if, one is executed and subject to such limitations and restrictions as may be specified in such agreement will be binding on any such entities or persons.

This agreement does not obligate the Company or recipient to pursue in good faith any consideration, investigation, or discussions relating to a transaction or to enter into any further agreement and either party may terminate its consideration of such a transaction at any time until a more definitive agreement containing binding obligations shall be entered into between the parties. The recipient’s obligations under this agreement shall survive any such termination.

This Memorandum has been prepared for informational purposes relating to this Transaction only and upon the express understanding that it will be used only for the purposes set forth above.

1. The Opportunity

1.1 Summary

SpeedCode™ is extremely powerful, yet easy to use software that utilizes flowcharting technology to quickly and efficiently build customized software solutions for the manufacturing and industrial community.

SpeedCode™ was first released as a DOS product in 1988 in the U.K. A Windows version followed in 1998. SpeedCode has been continuously enhanced and upgraded for 20 years. (Current planned enhancements are noted in Appendix 4). SpeedCode™ targets manufacturing and industrial organizations producing customized products with complex specifications or procedures. SpeedCode™ has also been effective at solving business, engineering, and technical problems in a broad set of applications that rely on customized decision making processes.

SpeedCode™ will reduce your reliance on expensive, professional programmers to develop and maintain your customized code. SpeedCode™ doesn't require skilled programming knowledge. Rather than relying on traditional programming techniques, which are time consuming and expensive, SpeedCode™ utilizes a simple, building block approach, using a family of flowcharts to describe whatever you need your program to do. Flowcharts may be used to describe almost any problem requiring a customized, decision tree driven solution - however complex.

Additional information regarding SpeedCode™ is available online at:

<http://www.SpeedCode software.com>

1.2 History of Its Development

The Origin of the Software

SpeedCode™ was originally developed as an estimating and costing program and has since evolved into a powerful yet simple to use code generator for customized software projects. SpeedCode™ enables you to build your own software program without the need for a professional software programmer using powerful, proprietary new flowchart technology to de-skill the creation of a customized software program. SpeedCode™ supports rapid development of logical solutions and is ultimately more economical to use than traditional programming techniques. SpeedCode™ is extremely flexible and has been used in many industries and businesses. Examples of actual operating clients of SpeedCode™ utilizing the product's straight forward flowchart-building approach to build solutions for complex manufacturing operations that can be implemented and maintained by non-programmers:

Sheet metal engineers –they had a critical need to calculate material and labour costs as well as machine time. A flowchart was designed, using SpeedCode™, to describe every manufacturing operation, enabling the calculations of the setup and run times. The sheet metal engineers easily grasped the logic of a flowchart as opposed to following traditional programming techniques and were able to quickly assess the correctness of each operation. As new machines and operations were purchased, the sheet metal engineers were able to create new flowcharts without outsource assistance. The business can operate on tight margins and the exact knowledge of job margins enabled them to adjust prices with great security.

Gear hob toolmakers - these people make gear cutting hobs which are the tools that are used to actually cut the gears. These have extremely technical requirements. A very skilled engineer would need to work for hours to produce a gear hob quotation. By reproducing the entire manufacturing process in a family of flowcharts, SpeedCode™ was able to produce extremely accurate quotations in just a few minutes. The hob toolmakers were surprised to find that SpeedCode™ improved costing process solution led them to discover that many of their products were being sold at a loss.

Pump manufacturers - pumps are complicated, difficult products to cost. There are many variations, depending on factors such as type of material pumped, temperature, pressure and environment, SpeedCode™ utilizes powerful lookup table functions which allow for the interrogation of graphical performance data, ideally suited to pump manufacturers. SpeedCode™ has been used by manufacturers of liquid, powder, and sewage pumps effectively.

Conveyor belt system manufacturer - a manufacturer and installer of complete conveyor and material handling systems. This job required the selection of a (usually large) number of conveyor sections – straight, curved, inclined, some to take food products, etc, etc. Their main problem was the weight and speed that each section had to manage. Rollers, or slats, were powered and it was necessary for SpeedCode™ to auto design the roller and cage type/dimensions to match the required speed and weight, as well as choosing the most suitable electric motor and gearbox. SpeedCode™'s powerful lookup table functions which allow for the interrogation of graphical performance data were ideally suited for the calculation of suitable electric motors to match the required speed and weight.

Shoe manufacturer- the shoe manufacturer used the software to pre-screen whether or not a custom shoe could be delivered based on a few input details submitted with the order. The shoe manufacturer was able to refresh ready-made shoes via an automatic internal ordering system using SpeedCode™. The manufacturer was also able to automate design, cost and price customized shoes accurately. Track orders through the production and delivery processes, control materials stock levels and provide via reporting, precise instructions for each staff member contributing to the construction of the shoes.

SpeedCode™ has also been used by sign makers, scientific equipment suppliers and event organizers, attesting to the software's considerable flexibility and ability to provide solutions for a wide variety of organizations relying on customized decision making processes.

The software, the intellectual property and the marketing data associated with it, and its copyright and trademark, are now being offered for sale by the authors outright and/or in exclusive territories. SpeedCode™'s current go-to-market strategy has been successful through one-on-one direct selling. The company has not as yet utilized a distribution channel or OEM market of sellers of compatible software. The software's target markets are businesses and industries who need a software program that will provide an easily understood and maintained, customizable solution. The software will support a wide range of applications for industry and manufacture, as well as for service industries.

2. How It Works ?

2. Building Block Approach

Rather than relying on traditional programming techniques, which are time consuming and expensive, SpeedCode™ utilizes a simple, building block approach, via a family of flowcharts that describe whatever you need your program to do. Flowcharts may be used to communicate almost any problem requiring a customized, decision tree driven solution - however complex.

SpeedCode™ flowcharts can include a mixture of “Activity” and “Decision” cells.

- Activity cells give you specific control over functions associated with menus, data entry forms, calculations, etc.
- Decision cells control the route that is taken though the flowchart.
- A combination of these Activity and Decision cells in a flowchart will provides all of the intelligence (common to all forms of traditional programming techniques) that a “thinking” program requires.
- To add an Activity or Decision cell to a flowchart, you simply click your cursor on the relevant flowchart position, and SpeedCode™ will prompt you for all the information that is needed. The approach is straightforward, intuitive and quickly mastered.
- Once you have finished designing your program, SpeedCode™ will automatically convert your building blocks of flowcharts into a working program!

For further information on SpeedCode™ functions, see the attached:

Appendix 1: Basic Flowchart Activities

Appendix 2: Intermediate Flowchart Activities

Appendix 3: Advanced Flowchart Activities

Appendix 4: Planned Enhancements

Appendix 5: Decisions

Appendix 6: Data and Variables

3. SpeedCode™ Benefits

3. Products or services requiring multiple decisions and choices during the manufacturing process are all strong candidates for SpeedCode™.

SpeedCode™ can be utilized for many applications including:

- Solving complex or technical engineering problems
- Generating manufacturing instructions for highly detailed products
- Costing customized products
- Calculating delivery times for complex, customized products
- Planning, ordering and scheduling delivery for material supplies
- Customizing office software
- Establishing whether customized products can be manufactured
- Sales management
- For additional SpeedCode™ information, visit:

<http://www.speedcodesoftware.com>

4. The Offering

4. The Intellectual Property Portfolio

The following Intellectual Property of SpeedCode™, Inc. is being offered:

Software

- Source Code on CDs
- Updated User Manual
- Detailed Description Software Source Code Overview

Copyrights, Trademark and Domain Names

Other Support & Training

- The Seller is offering to provide training sessions whose scope and duration may be negotiated to optimize the purchasers training schedule.

- The Seller is available to respond directly to detailed questions by interested parties. IpAuctions will facilitate any and all communications.

Go To Appendix

5. The Offer and Sale Process

5.1 The Offer and Sale Process

Parties interested in this opportunity must provide a written preliminary, non-binding proposal to the undersigned individuals at IpAuctions by **5:00 PM PST June 30, 2008**. Following the receipt of these preliminary proposals, The Company and SpeedCode™, Inc. will invite selected parties to proceed to a final round of in-depth due diligence and bidding. The Company plans to have a binding agreement in place by July 30, 2008.

Preliminary proposals should address the following issues:

- Valuation: Indicate a value or range of values to be paid for the assets indicated.
- Due Diligence: Identify the nature and extent of due diligence required, if any, to complete the transaction.
- Conditions to Closing: Describe any material conditions to closing required to complete the transactions, including any necessary consent, approvals, et cetera.
- Timing: Indicate a preliminary timetable based on your acquisition team's internal process and availability.

The Company reserves the right to negotiate with one or more prospective buyers of its choice at any time and to enter into a definitive agreement for the sale of some or all of the Assets without prior notice to recipients of this Confidential Summary or any other prospective purchasers. Additionally, The Company reserves the right not to enter into any transaction or transactions relating to the assets and to terminate, at any time, for any reason, further participation in the investigation and proposal process by any party, and to modify data, documentation and other procedures.

Return to IpAuctions

Send an Email with Questions: PrivateSale@IpAuctions.com

Call IpAuctions: 866-826-1300

